MARVEL

ULTIMATE SPIDER-MAN®

VOL 5

PUBLIC SCRUTINY

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GUILTY UNTIL PROVEN INNOCENT

Spider-Man beat Kraven. He defeated Dr. Octopus. He even survived a serious scrap with an artificially enhanced Green Goblin. But his worst enemy may be a simple crook in a Spider-Man suit. That's all it takes to ruin Spider-Man's reputation, suddenly painting Peter Parker's alter ego as Public Enemy No. 1...and changing his life forever!

Collecting *Ultimate Spider-Man #28-32,* written by Brian Michael Bendis *(New Avengers)* and illustrated by Mark Bagley *(The Pulse).*

MARVEL A

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ULTIMATE
SPIDER-MAN
ISSUE
28
SIDETRACKED
BENDIS
BAGLEY
THIBERT
MARVEL
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Midtown High School
Organometallic? Huh.
That's weird, wild stuff.
QUIET OR ELS
MOLECULES AND
PYSICA
TIME
BARRY WE THE EARLY YEARS
Peter!!!
Jeez, MJ...
Come on!
What's going on?
Did you bring your costume to school?

This is the story as we know it right now--

A half hour ago, this large monstrosity you see-- a man calling himself only the Rhino--

--literally charged head first into Chase Manhattan Bank at Lexington and 55th.

We have conflicting reports at this time, but one report states that this Rhino person cracked the bank vault in half, presumably in an attempt to rob the institution.

The police arrived on the scene and have been at the standoff you see before you.

What you are seeing now is live footage-- oh, my God! Did you see that? The Rhino--

Oh, my!

This Rhino character is-- is literally head-butting parked cars at the police!

He is using his head-- his own head-- as a battering ram with enough-- oh!!!

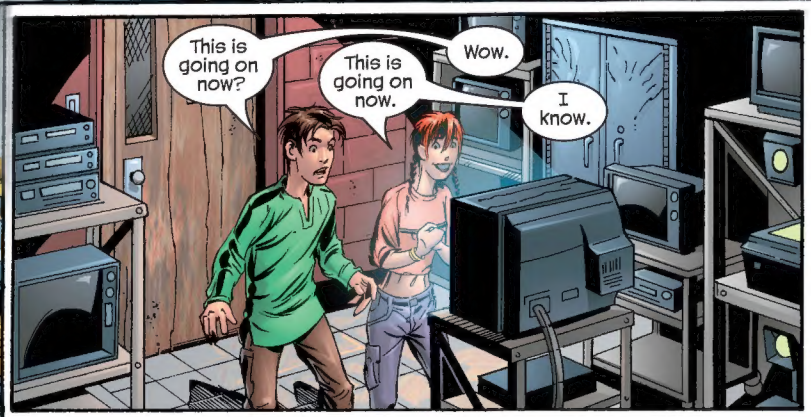
Oh! Step back!!

With enough force to actually toss entire cars at the police. Bullets seem to be having no effect.

These are live images you are seeing right now. We are live and this is a Fox Channel exclusive.

The first look at this tremendous chaos as it unfolds, uh, right now.

We will attempt to get in tighter to see if we can get a statement from one of the officers on the scene.



Peter Parker

Aunt May

Mary Jane Watson

Gwen Stacy

Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-- Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets-- the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.

Stan Lee presents:

ULTIMATE SPIDER-MAN

Brian Michael Bendis story

pencils Mark Bagley Art Thibert inks

Transparency Digital colors Chris Eliopoulos letters C.B. Cebulski associate editor Brian Smith associate editor

Ralph Macchio editor Joe Quesada editor in chief Bill Jemas president & inspiration

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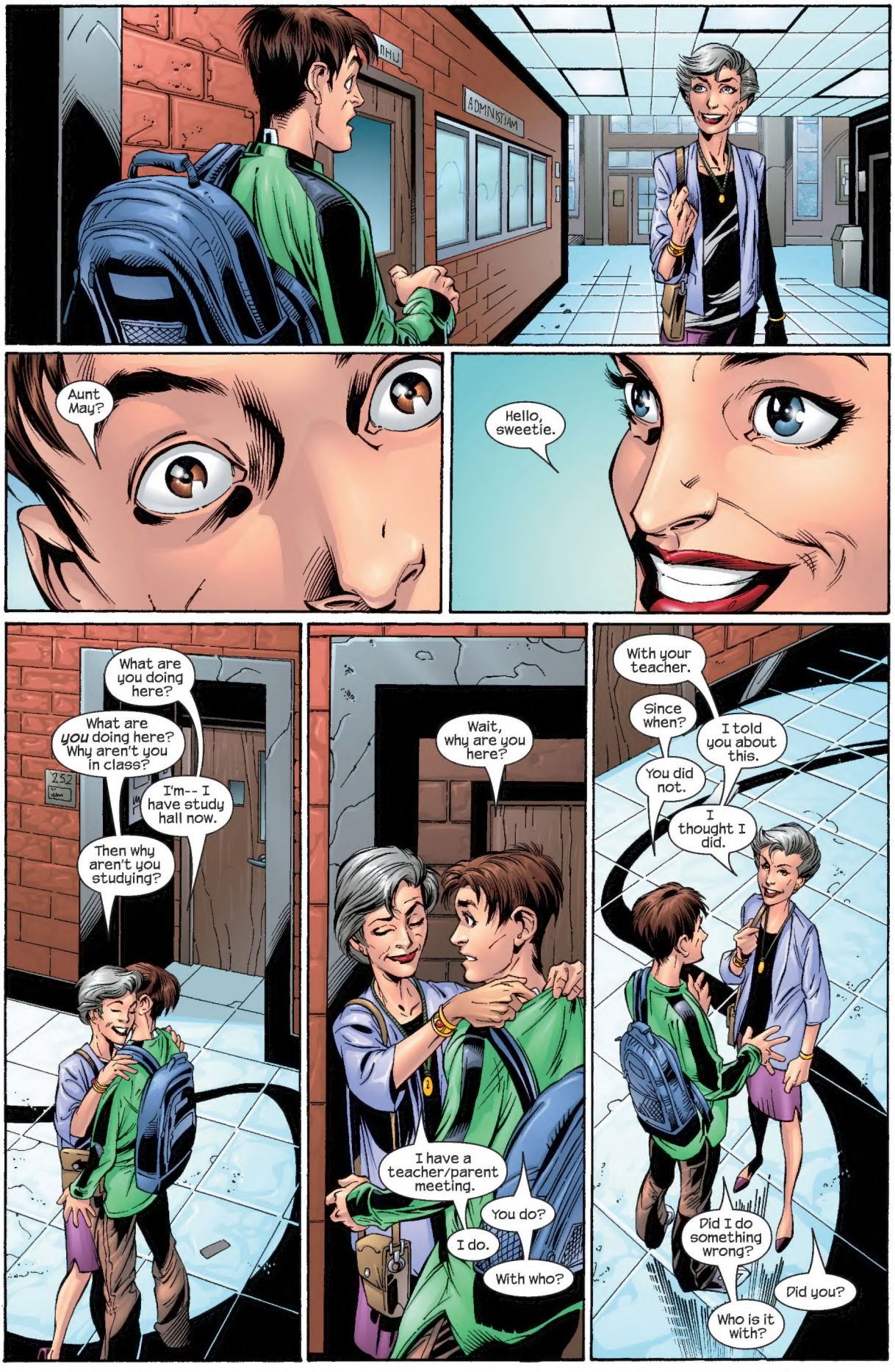
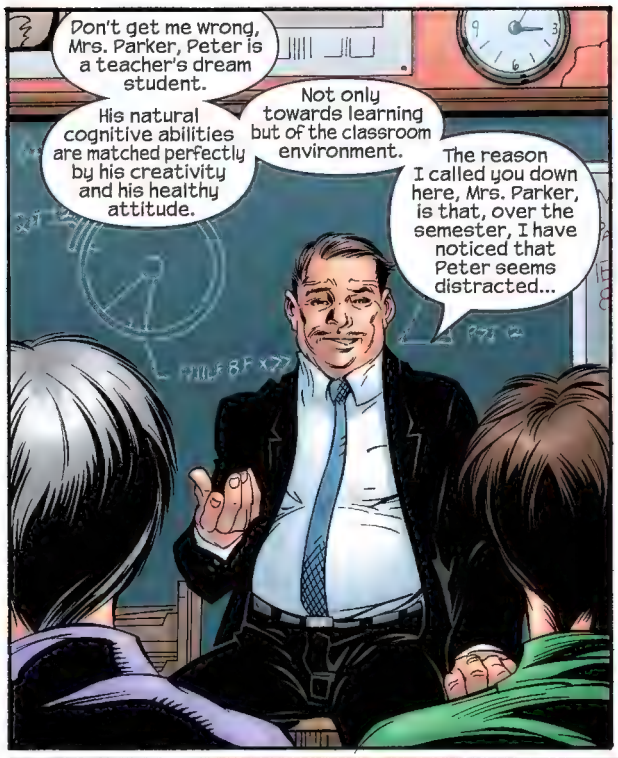
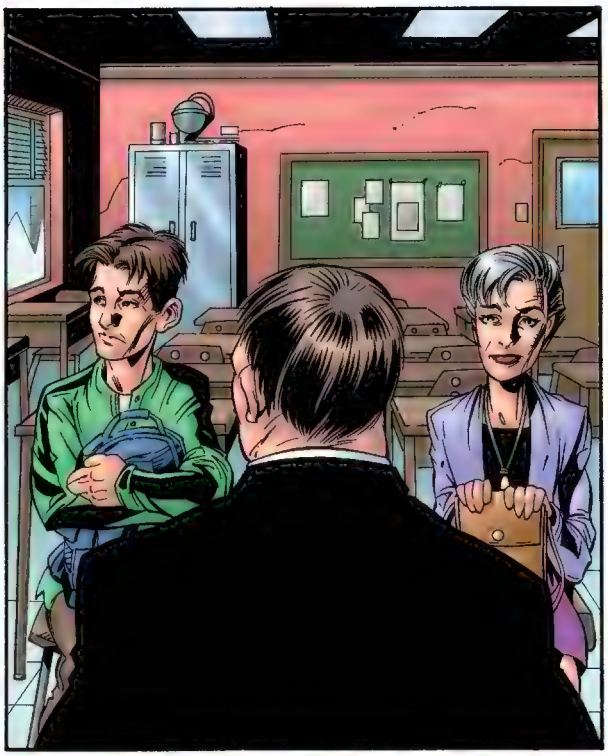
Well, go get him.
Cover for me-- I'm going to miss fourth period.
VIDEO
It's French-- who cares?
The French.
No kiss?
AUDIO VISUAL NO JOCKS ALLOWED!
No time.
My boyfriend's going to kick your buuuuttt...
HYAARRGGHH!!
Everybody back! Back!!

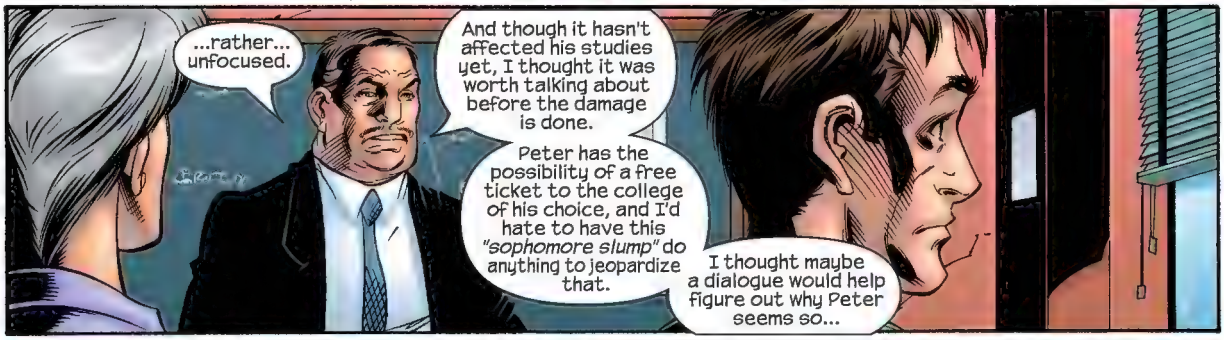
JANSPORTE

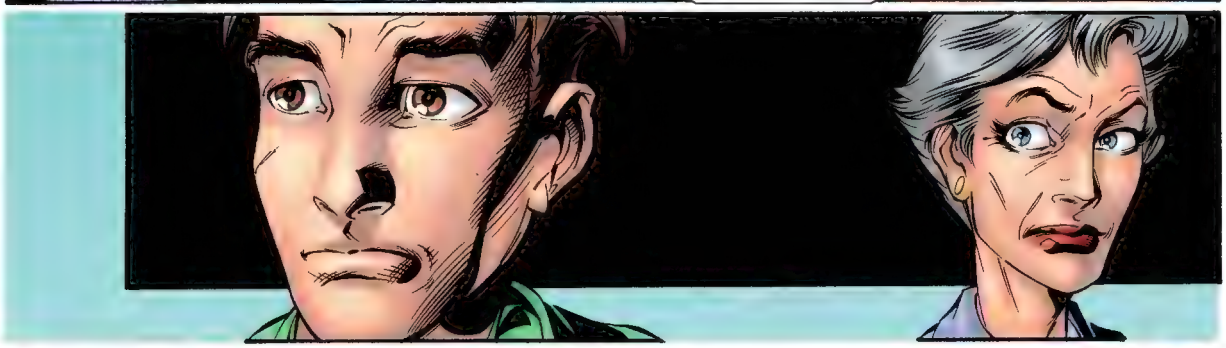

ADMINISTRAM
Aunt May?
Hello, sweetie.
What are you doing here?
What are *you* doing here? Why aren't you in class?
I'm-- I have study hall now.
Then why aren't you studying?
Wait, why are you here?
I have a teacher/parent meeting.
You do?
I do.
With who?
With your teacher.
Since when?
I told you about this.
You did not.
I thought I did.
Did I do something wrong?
Did you?
Who is it with?

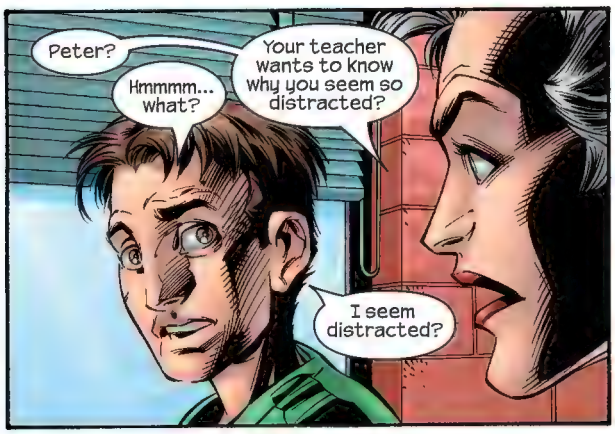
May Parker?
I am she.
And you must be Mr. Depalma, Peter's math teacher?
Oh, hello, Peter.
Yeah.
Hi.
Uh-- what's going on?
This is fateful, why don't you both come in?
ADMINIS
What? No! No, I gotta... uh...
I think it would be very good for all of us to discuss this together.
Come, Peter.

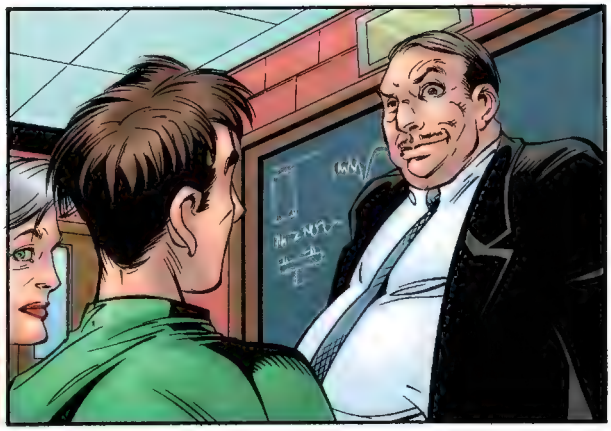

Don't get me wrong, Mrs. Parker, Peter is a teacher's dream student.
His natural cognitive abilities are matched perfectly by his creativity and his healthy attitude.
Not only towards learning but of the classroom environment.
The reason I called you down here, Mrs. Parker, is that, over the semester, I have noticed that Peter seems distracted...

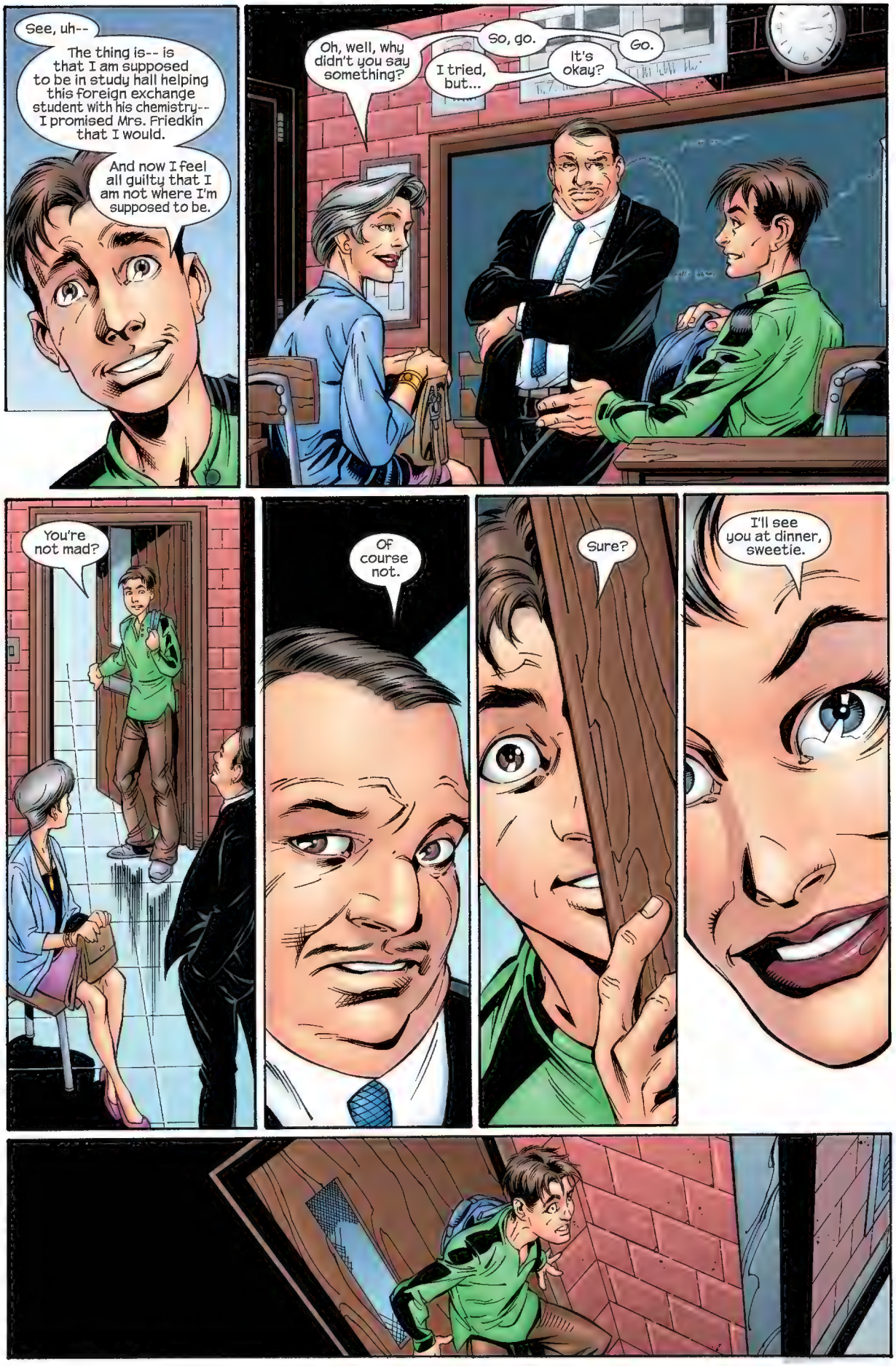



...rather... unfocused.
And though it hasn't affected his studies yet, I thought it was worth talking about before the damage is done.
Peter has the possibility of a free ticket to the college of his choice, and I'd hate to have this "sophomore slump" do anything to jeopardize that.
I thought maybe a dialogue would help figure out why Peter seems so...

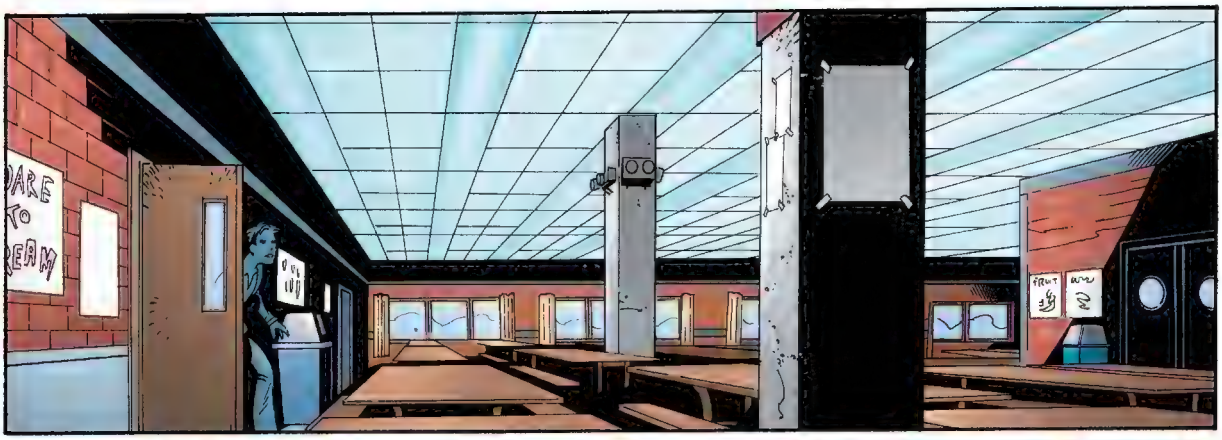



Peter?
Hmmmm... what?
Your teacher wants to know why you seem so distracted?
I seem distracted?

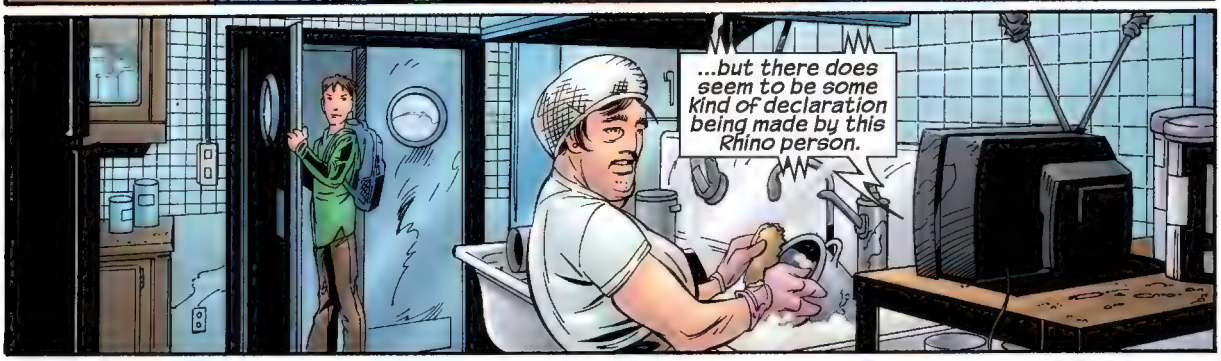



See, uh--
The thing is-- is that I am supposed to be in study hall helping this foreign exchange student with his chemistry-- I promised Mrs. Friedkin that I would.
And now I feel all guilty that I am not where I'm supposed to be.
Oh, well, why didn't you say something?
So, go.
Go.
It's okay?
I tried, but...
You're not mad?
Of course not.
Sure?
I'll see you at dinner, sweetie.

EXIT
EX
SCREEEEE
So I said I'm the principal and I say we never use a-- hey!!!
Hey!!
EXIT
Get back in class, whoever you are!!
Hope he's on the track team.



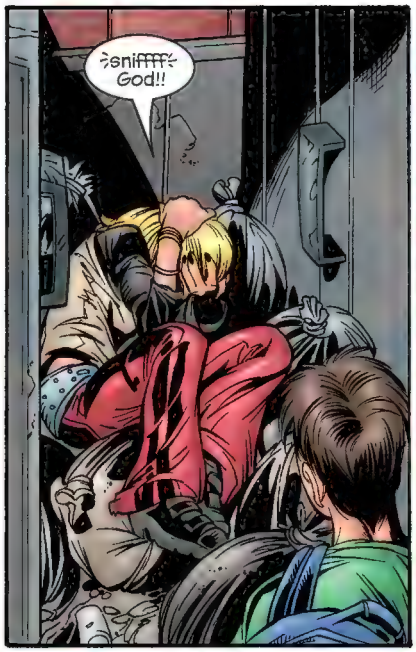
FRUITS
Well, it's hard to say from our vantage point, Dan...


...but there does seem to be some kind of declaration being made by this Rhino person.

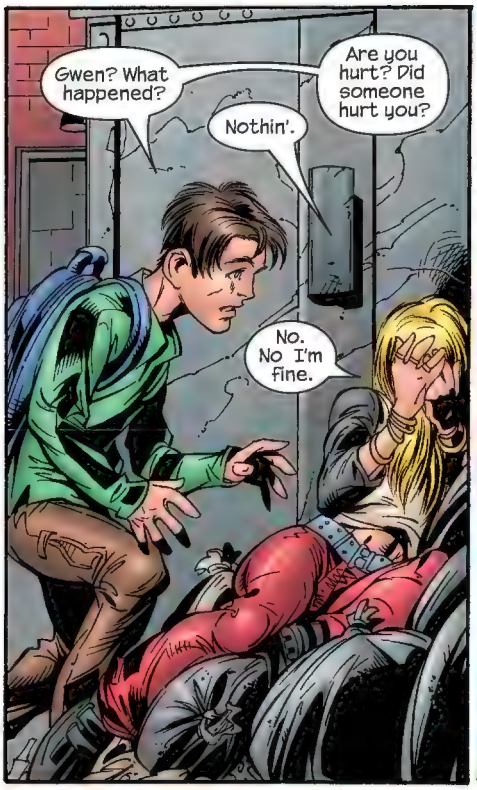
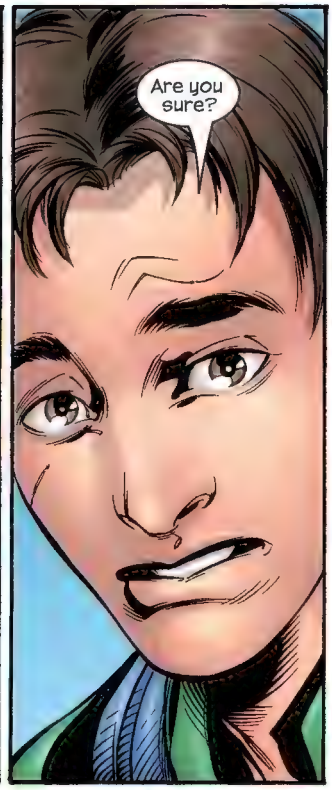
We can't hear what he is saying. But he is yelling quite viciously at the police.
Something-- obviously someone said something to anger him even more than he already was.

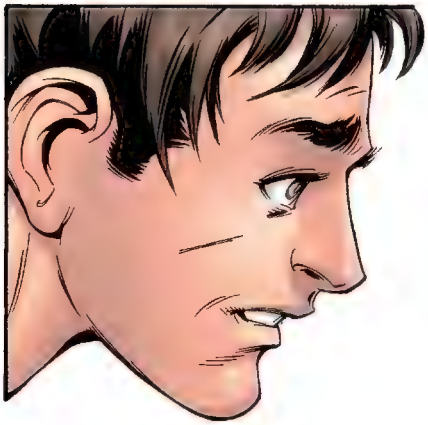
Is this still going on?
For this they stop my stories.
I can't believe this.
You're not allowed back here.

:Sniff: Aagghhuuhh huk! Oh, God!!


~sniffff~ God!!

Oh, my God-- are you okay?
Gwen!


Gwen? What happened?
Are you hurt? Did someone hurt you?
Nothin'.
No. No I'm fine.

Are you sure?

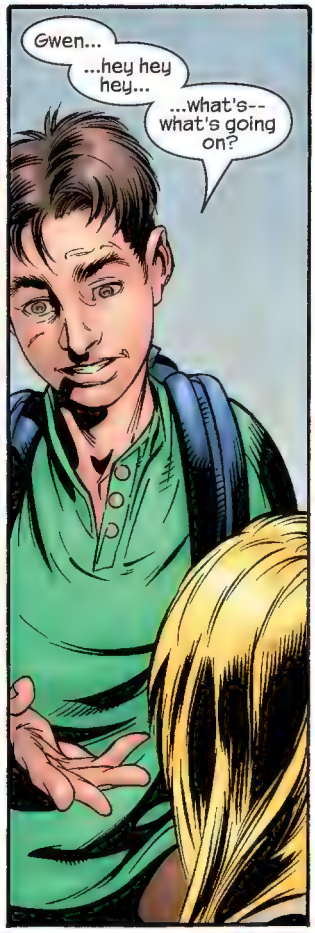
~sniff~
Yeah.

Wh- what are you doing?

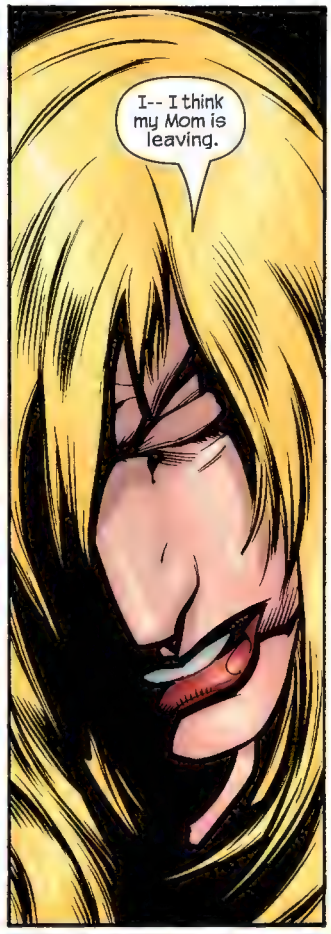
Loving life.
Don't worry, Pete. I'm a tough chick.
I'll be fine.

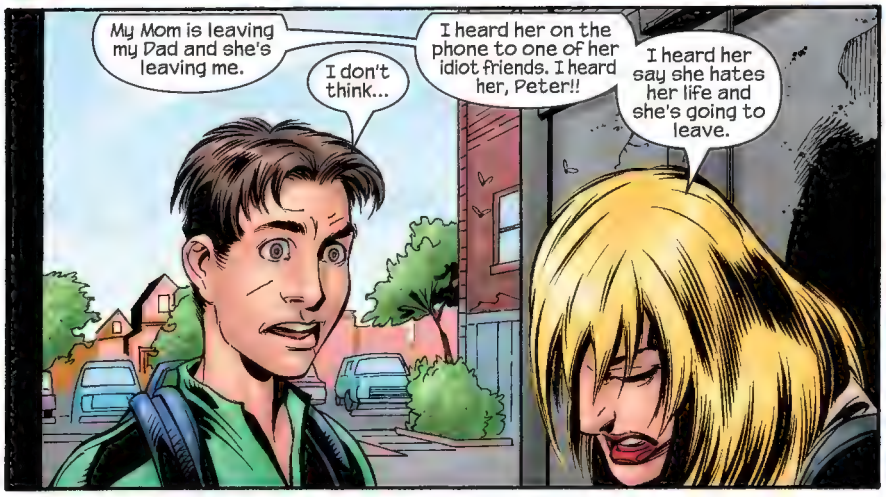
O- okay, then.

Yeah, go ahead!! Everybody else leaves me-- you go too. Go right ahead.
OOOOh God!!

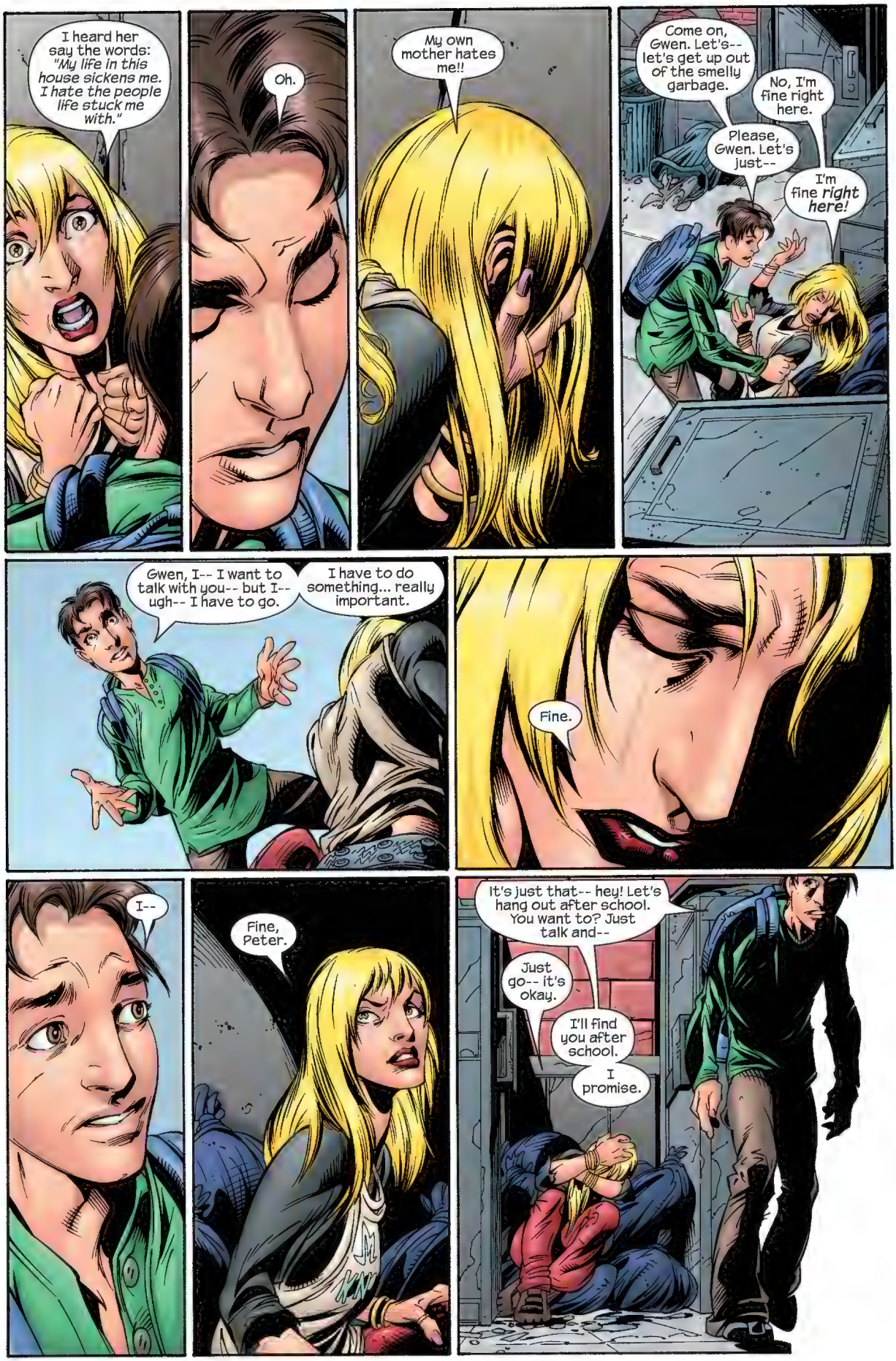
Aagghh huhuhuhu nngggkk!!!


Gwen...
...hey hey hey...
...what's-- what's going on?


I-- I think my Mom is leaving.


My Mom is leaving my Dad and she's leaving me.
I don't think...
I heard her on the phone to one of her idiot friends. I heard her, Peter!!
I heard her say she hates her life and she's going to leave.

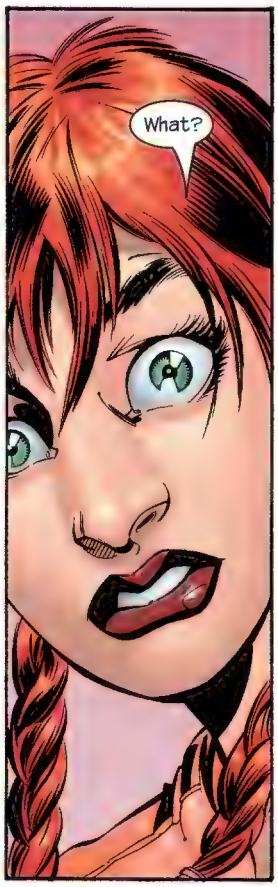
Maybe-- I don't know-- uh-- maybe she was just venting.
You know-- blowing off steam.


I heard her say the words: "My life in this house sickens me. I hate the people life stuck me with."
Oh.
My own mother hates me!!
Come on, Gwen. Let's-- let's get up out of the smelly garbage.
No, I'm fine right here.
Please, Gwen. Let's just--
I'm fine right here!
Gwen, I-- I want to talk with you-- but I-- ugh-- I have to go.
I have to do something... really important.
Fine.
I--
Fine, Peter.
It's just that-- hey! Let's hang out after school. You want to? Just talk and--
Just go-- it's okay.
I'll find you after school.
I promise.

Peter?
I know.

You're still here?
I know. I'm trying. This place is like a--
Go! That freak tossed a bus into a Starbucks.

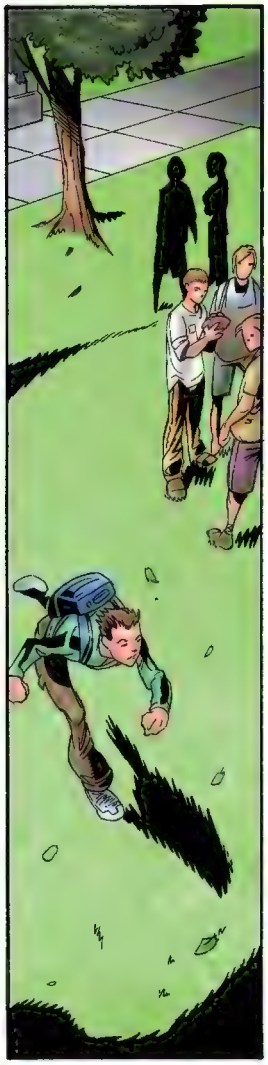
Go to the dumpsters and get Gwen.

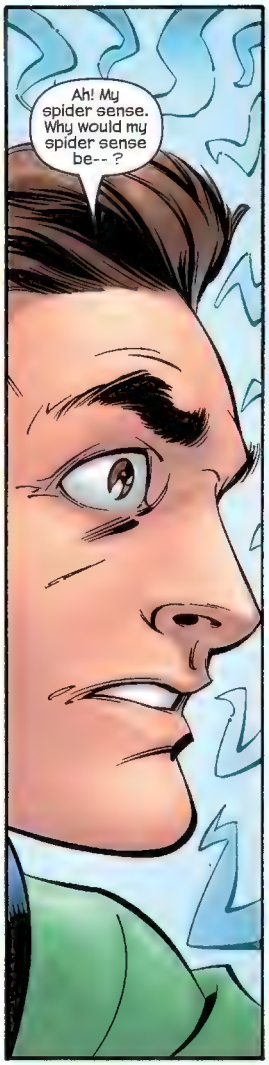

What?

Gwen is crying. I left her. I had to. Go and--

She's in a dumpster?

That's where I-- yes.
God-- she's such a drama queen.
Go!
You go!




Ah! My spider sense. Why would my spider sense be-- ?

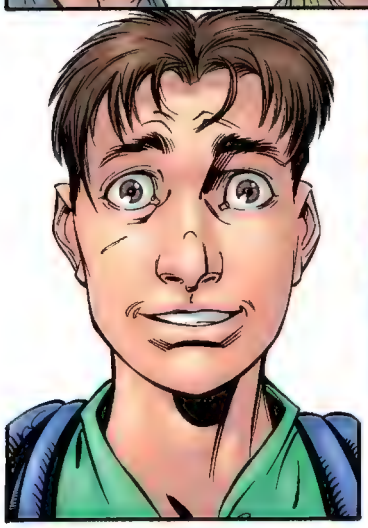
WHAP!
JANSPORTE

Ten points!!

AAAHHH HAHAHA!

AAAHHH HAHAHA!
Did you see that?
HAHA HAAH

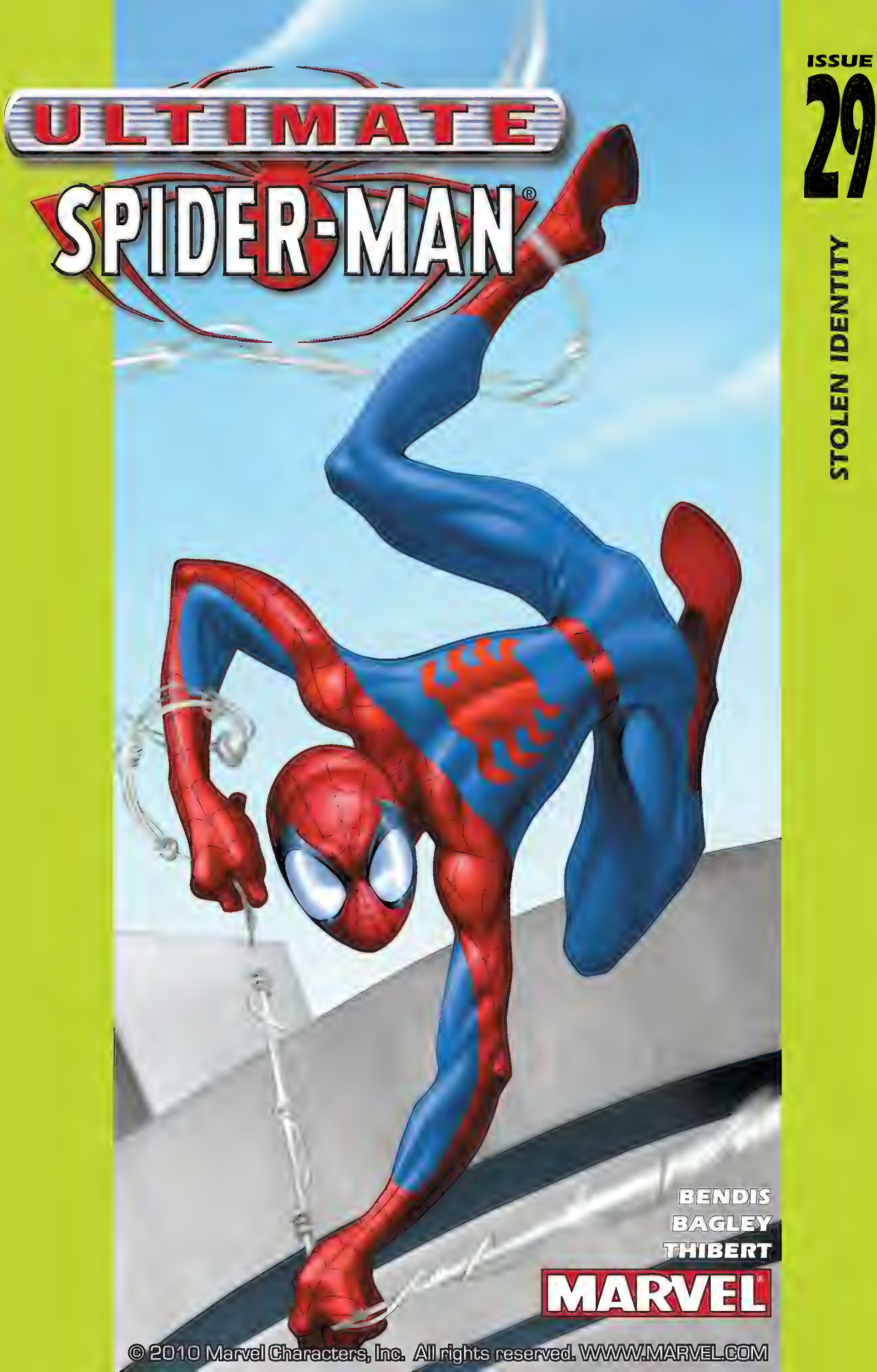
HAHAHA HAHAHAHA HAHAHAHA!



GET 'IM!!
Great, spider sense, thanks a lot. This one I would have figured out on my own.
Prepare for the atomic wedgie to end all atomic wedgies, Parker!!

Come on...
...come on.
Come on, Grandma! Go! Go!!
Can't wait to get my license so I can sit in this all day.
TWIP
Oh, my God-- I'm coming!
I'm coming!!
I...

As you can hear, the reaction on the street is jubilance. Jubilance and gratitude for a selfless hero.
The invincible Iron Man has easily bested this mysterious monstrosity that inflicted himself on our city.
We're going to see if we can get a statement from our golden knight in shining armor.
LIVE FABULOUS
KIMMER
RINGO
RINGO
And what are you doing?
Uh--
Where were you ten minutes ago?!
I-I-I--
I-I-I--
At least I tried.
End
Next: IMPOSTOR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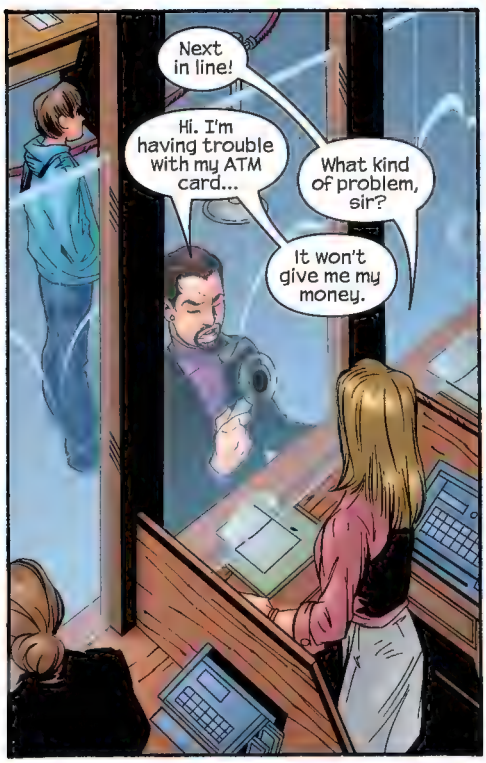
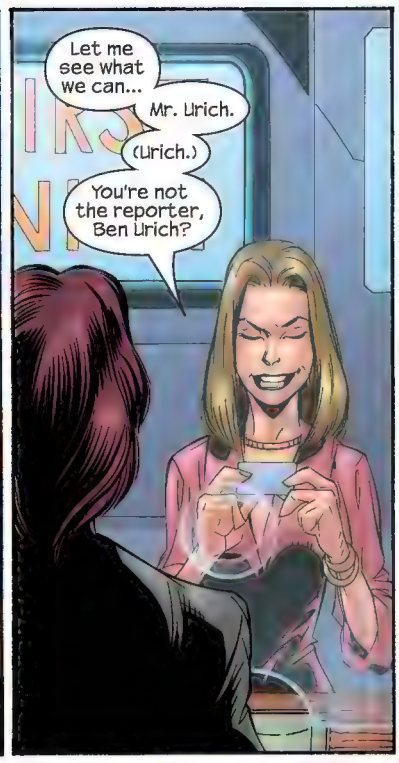
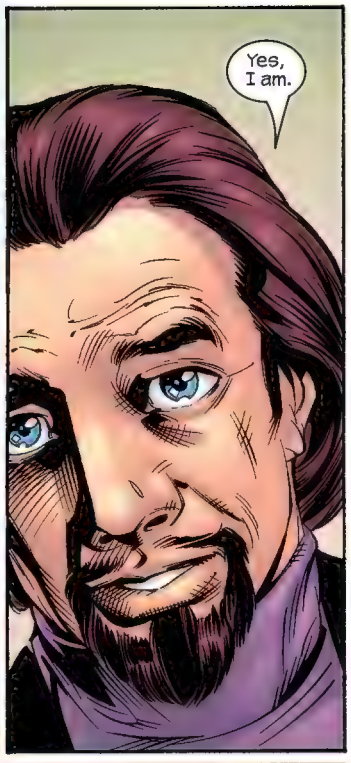

Next in line!
Hi. I'm having trouble with my ATM card...
What kind of problem, sir?
It won't give me my money.


Let me see what we can...
Mr. Urich.
(Urich.)
You're not the reporter, Ben Urich?


Yes, I am.

Well, I would shake your hand. You're the guy from the Daily Bugle!
You wrote the piece that took down The Kingpin?
Oh, uh, thanks.
I just wrote a series of articles. The *law* is what took--
You, sir, are a prince.
Oh, well, uh, thank you.
And brave.
Well...
Taking on a man like The Kingpin. Did you win a prize for that or--?

Hey, what do you get paid for something like that?
I'm sorry...

CRASH!
AAAIEE!
Don't anybody move!!

You hear me?! This is a *robbery!!*
You want to get out of here in one piece... you'll do what I say!!

Peter Parker

Aunt May

Mary Jane Watson

Gwen Stacy

Flash Thompson

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Now the fledgling super hero tries to balance a full high school curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets-- the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.

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Ralph Macchio editor

Joe Quesada editor in chief

Bill Jemas president & inspiration

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FIRST NATIONAL
Now I want everyone-- EVERYONE!!-- to lie down on their bellies with their hands behind their heads!

Who is the bank manager?
Me.
I- I am.

HEY! What did I say?
I said: Down on the ground with your hands over your #$@#$##ing heads!!!
HOME EQUITY LINE

What's your name, bank manager?
D-David Rosenberg.
Nice to meet you, David Rosenberg.

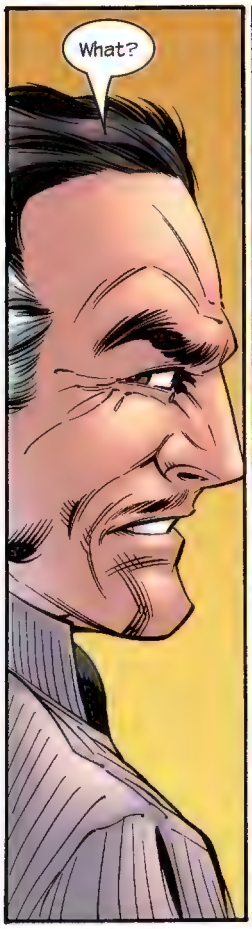
SMACK!

SMACK!
AAAGGHHH!!
SMAK! AAGGHH!!
SMAK!
Oh no, please stop it!! Leave him alone!!
I want every one of you useless broads to fill a money bag up with the big bills... and I know what a paint can looks like!
SKRACH!
AAAGGHHH!!
You people get moving or one of you is next!!
Nobody else gets hurt if everyone behaves!!

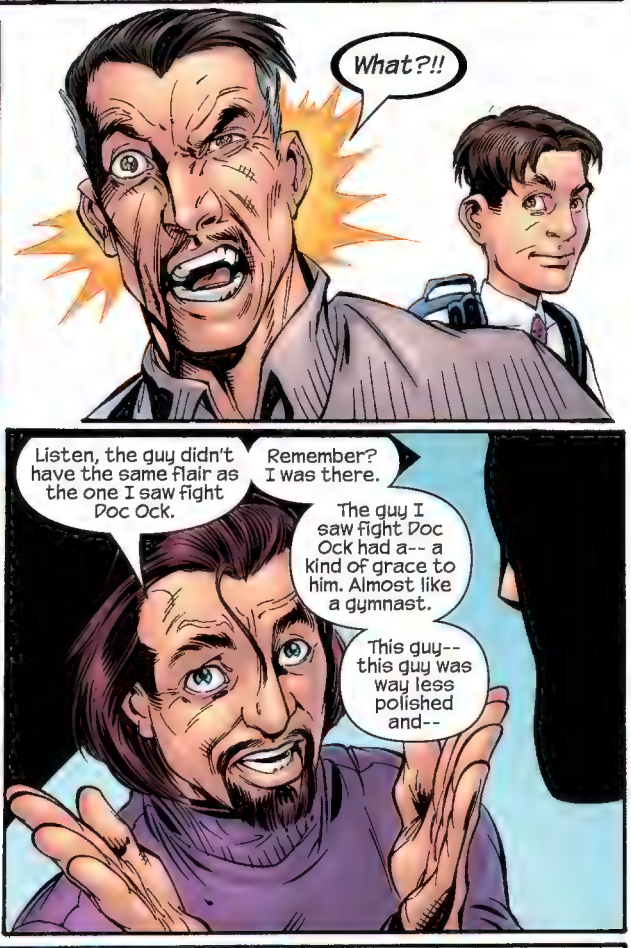
Huwah!
Get moving, NOW!!!
You useless pieces of crap!!
Get moving, or I swear to God I am going to snap someone's neck!!!

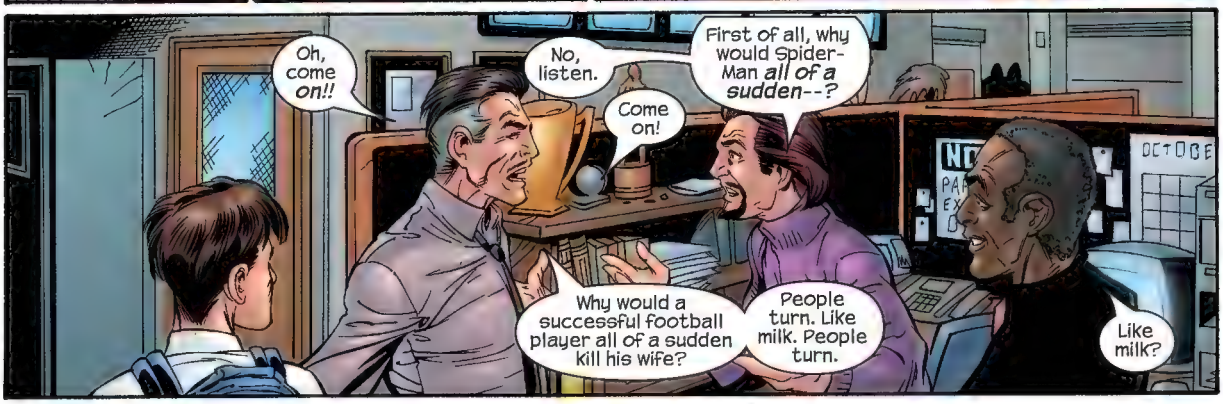
I love ya!
I do!
I $#%@ !#@!# love ya!
I'll have it typed up in twenty minutes.
And no one else from the press was there?
No one I noticed.
Exclusive!! Ha ha!! I live for this.
"Wall Crawler Shows True Colors..."
No.
"Webbed Wonder..."
No, I had it the first time.
Ah!! Ha ha ha! I told you, Robbie.
I--
Damn shame, I say.
Give me a break! What has happened to you, Robertson?
Hi, Ms. Brant.
Hey, Peter...
You're turning into some kind of NPR listening ninny!
What's going on?
That Spider-Man guy robbed a bank-- Jonah is having a Jonah party.
Don't bark at me, Jonah. I can have an opinion.
Whozeewhat?

I just-- hey! I, for one, thought better of this Spider-Man and...
See here's the thing, Jonah...
Oh lord, Robbie!
Here's the thing, Jonah...
He's a guy in a mask creeping up walls. Now he's a guy in a mask who robbed a bank. The guy has always--
But here's the thing, Jonah...


What?

I'm not--
Well, I'm not entirely sure it's the same Spider-Man as the one who fought Doctor Octopus on TV.
NO PARKING EXCEPT FOR BEN
FEED THE CATS!
REALLY!


What?!!
Listen, the guy didn't have the same flair as the one I saw fight Doc Ock.
Remember? I was there.
The guy I saw fight Doc Ock had a-- a kind of grace to him. Almost like a gymnast.
This guy-- this guy was way less polished and--


Oh, come on!!
No, listen.
Come on!
First of all, why would Spider-Man all of a sudden--?
Why would a successful football player all of a sudden kill his wife?
People turn. Like milk. People turn.
Like milk?

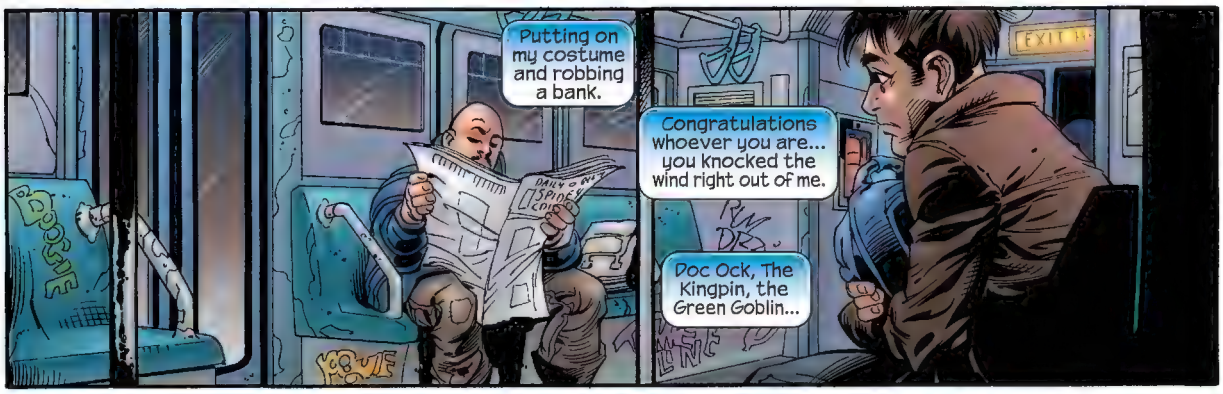
This-- I'm not going through this rigmarole with you again, Urich.
Did you or did you not see this piece of Staten Island filth Spider-Man rob a bank?
I saw a guy in a Spider-Man *outfit*...
Who shoots webs.
Who *beat* a man-- and that just doesn't match the profile which--
Who swung *away* from the police on his webs?
I-- listen, I *know* what I saw, Jonah.
Write the story, Ben!
I just think it's worth--
Write the story!
But we have an obligation--
Write the story!
Fine.
Front page!
I want to be able to see this headline from a half a mile away.
I want a graphic that you could...

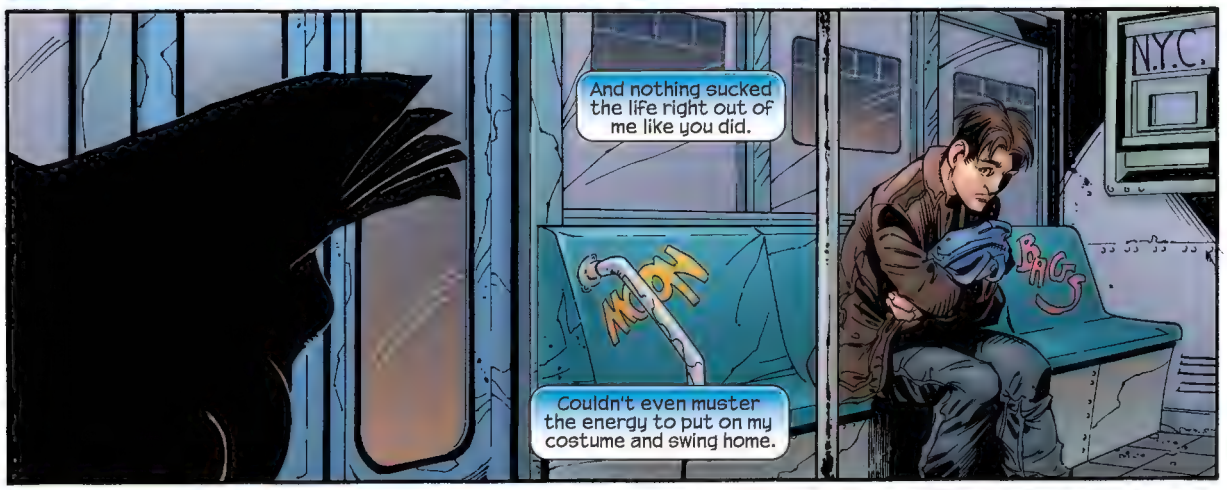
You...
Where are those pictures the kid brought us that time?
We'll use one of the kid's. Yeah, that's it. That's the ticket!
There's your perfect front page--Spider-Man: Criminal!

FINAL **DAILY BUGLE** FINAL

NEW YORK'S FINEST DAILY NEWSPAPER

SPIDER-MAN: CRIMINAL



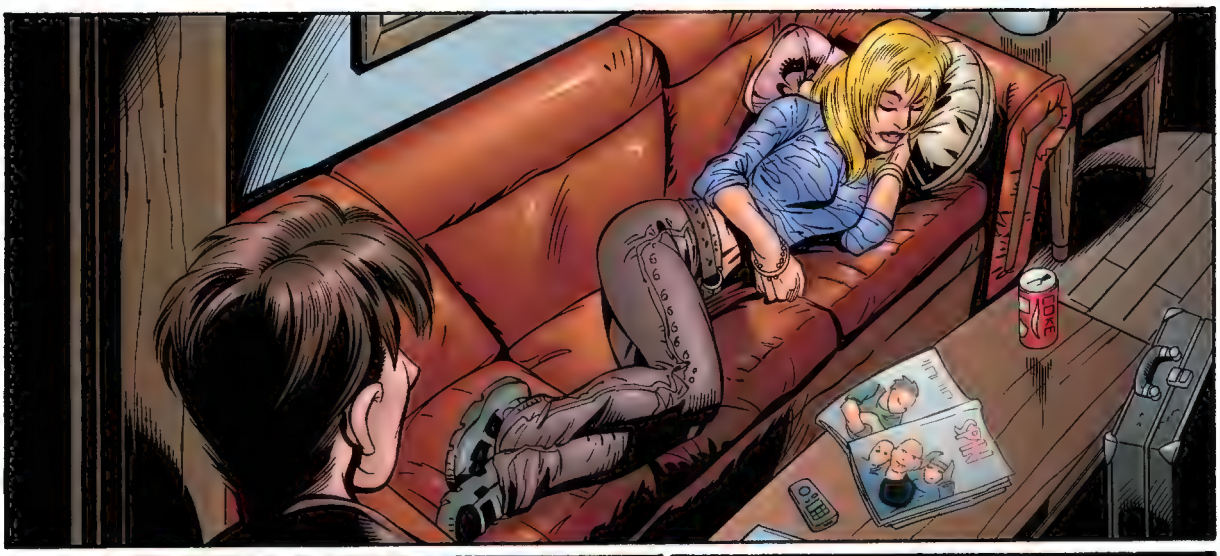


Ugh-- and Mary Jane.
The only person I can unload all this stuff on is MJ...
...but now I feel that maybe telling her I was Spider-Man was this huge mistake.
She's still freaked out about Norman Osborn attacking her to get to me...
(As well she should be.)
...but there's-- now there's this wall *all* up between us or something.
But she told Harry she was in love with me-- but she never told me.
So now what?
Do I tell her I'm in love with her?
Does she already know? Do I tell her?
Do I tell her it was a mistake to involve her in my life as Spider-Man and that I'm sorry?
Can you close a door like that on someone after you've opened it?
UGHH!! Idiot faked my costume and robbed a bank.
I'm going to find that guy and--

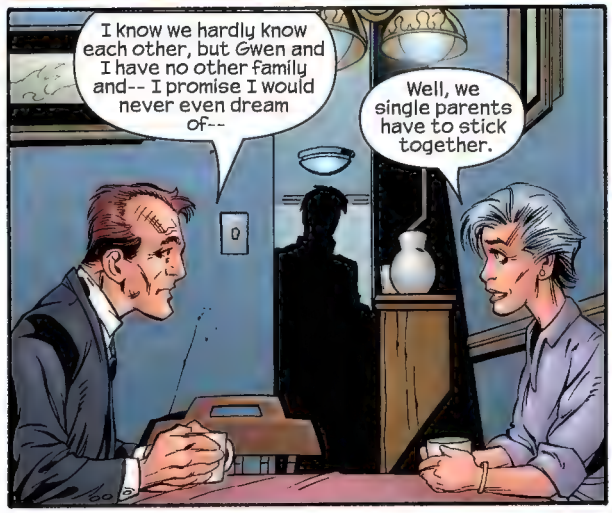
POLICE

Oh my God!!
Aunt May!!

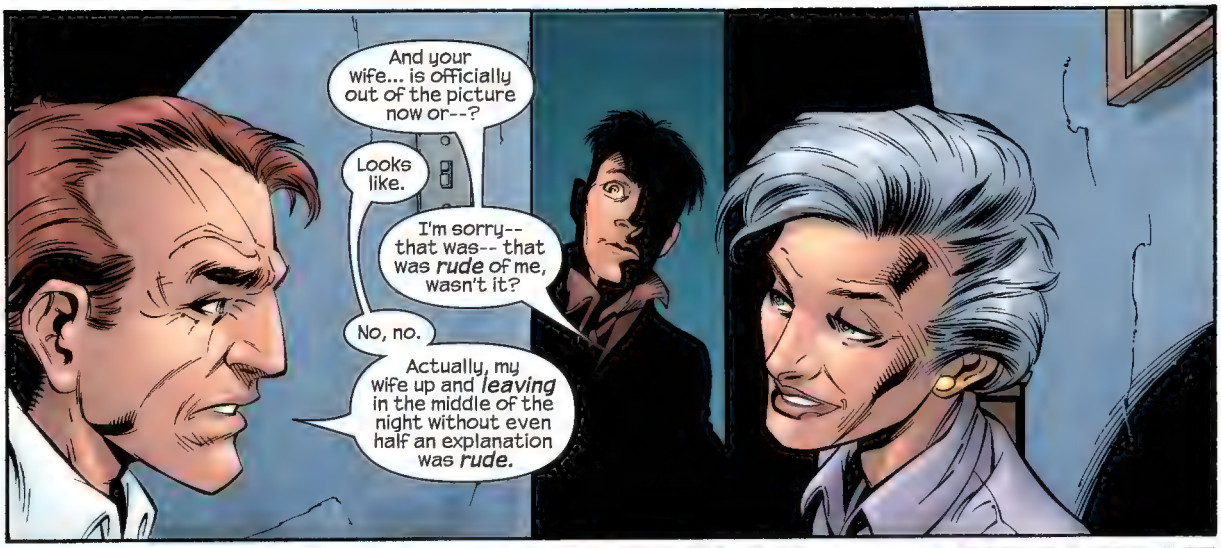
Oh my God!!
Oh my God!!

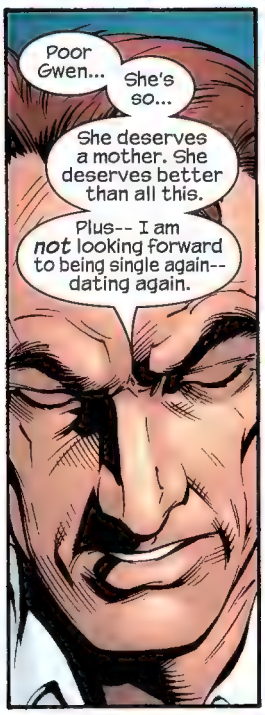


Well, I hate to impose on people--
It's just the way I was raised, I guess, but I really don't know what else I could do.
Put it out of your mind.
Don't give it another thought. She's a great girl and I think--


I know we hardly know each other, but Gwen and I have no other family and-- I promise I would never even dream of--
Well, we single parents have to stick together.

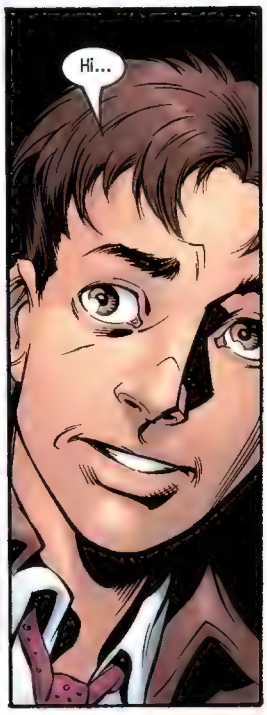
I-- I don't know if I'm cut out to be a single parent.
Oh, please--
I'm scared to death of my own daughter.


And your wife... is officially out of the picture now or--?
Looks like.
I'm sorry-- that was-- that was rude of me, wasn't it?
No, no.
Actually, my wife up and leaving in the middle of the night without even half an explanation was rude.


Poor Gwen...
She's so...
She deserves a mother. She deserves better than all this.
Plus-- I am not looking forward to being single again-- dating again.

Me either.
I am a terrible single person.
Terrible.
SQUEAK

Peter...


Hi...

Hi, sweetie, do you remember Captain Stacy?
Did you eat? How was work?
Oh, yeah, hello, sir. Hi...
No. But uh-- what's going on?

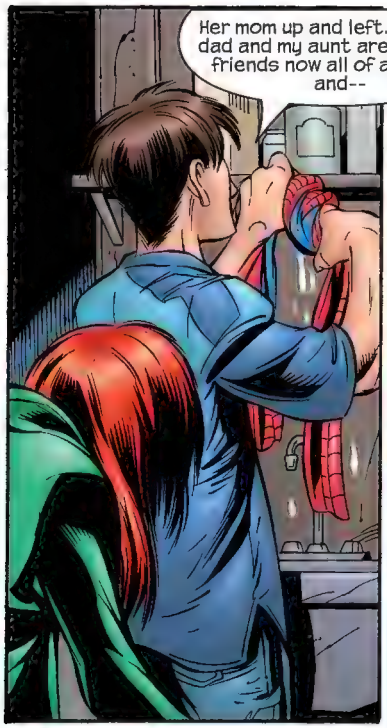
Well, Captain Stacy here has a Police Detectives Conference in Atlantic City this weekend...
...so I offered to let your friend Gwen stay with us until he gets back.

Oh...

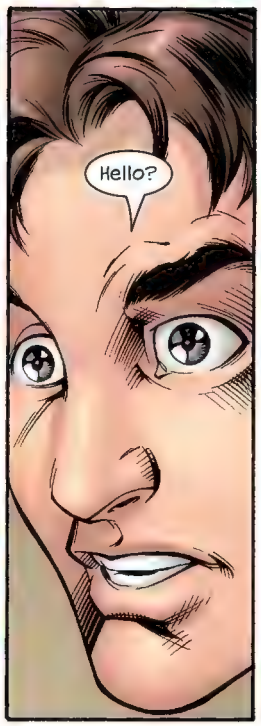
Oh?

Yeah, I know.
She's in the house right *now*?
Yes.
She's sleeping here?
It wasn't my idea.
JUICY

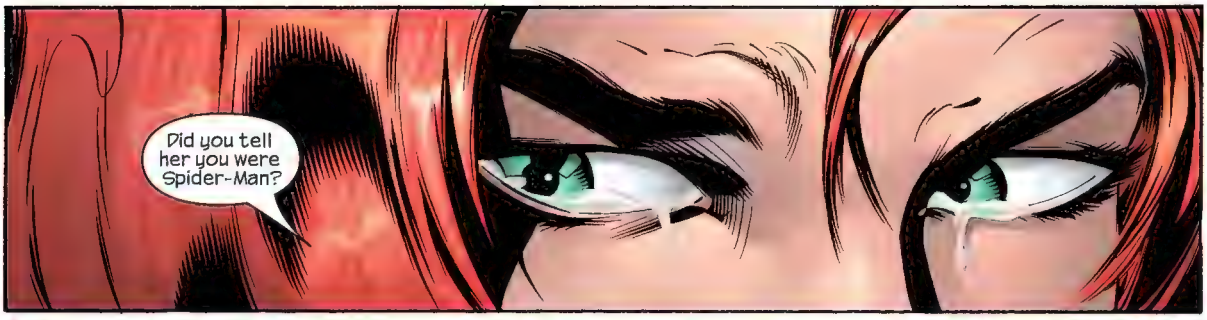
Why is she *here*?
I mean...
JUICY

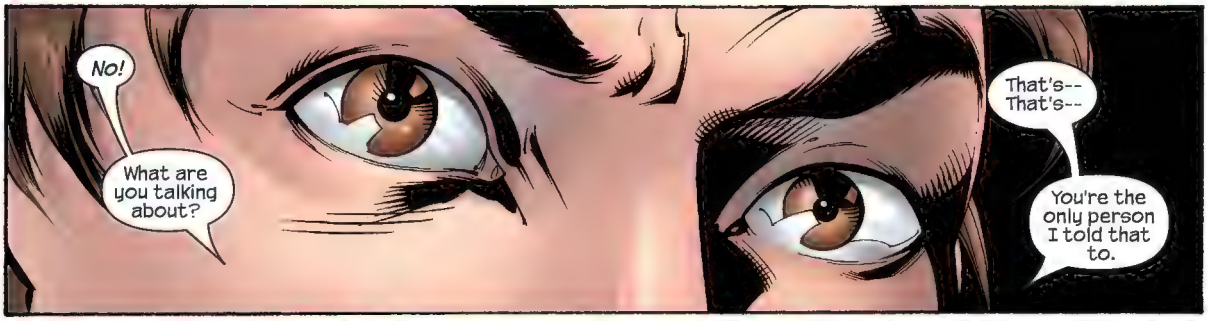

Her mom up and left... and her dad and my aunt are, I guess, friends now all of a sudden and--

Wait...
...are you angry at me for this?

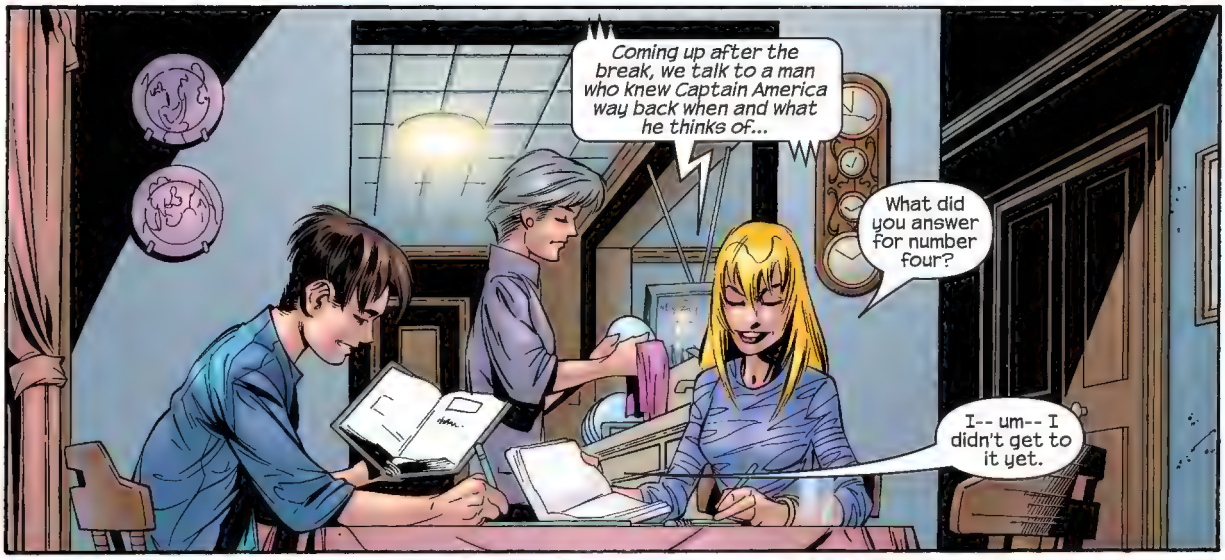

Hello?

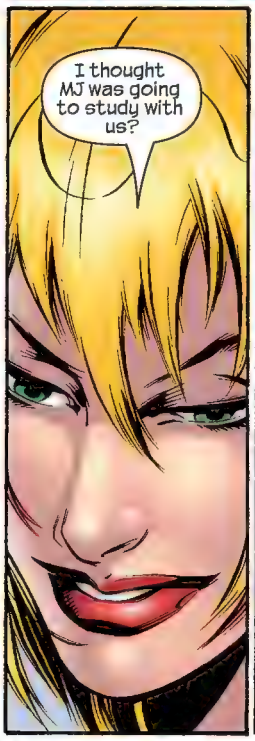
Well, what exactly am I supposed to think?!
First she's just showing up here in the middle of the night... and-- and-- and now she's sleeping *over*?
In--in-- in-- in her *pajamas*?
Why are you mad at me?
I don't like *her*, I like *you*.
I just think it's very inappropriate.
Ina-- what is?
I'm not going to *do* anything with her.
Do you not trust me?
I don't trust *her*!! Okay?
Ever since she came here I've seen what's been going on!
What are you talking about?
She's sleeping over?
Do you want me to tell my aunt to kick her out of here?
Don't you see what I 'm--
No! No, I don't. Why are you acting like this?


Did you tell her you were Spider-Man?


No!
What are you talking about?
That's-- That's--
You're the only person I told that to.

Well, that was annoying.


Coming up after the break, we talk to a man who knew Captain America way back when and what he thinks of...
What did you answer for number four?
I-- um-- I didn't get to it yet.

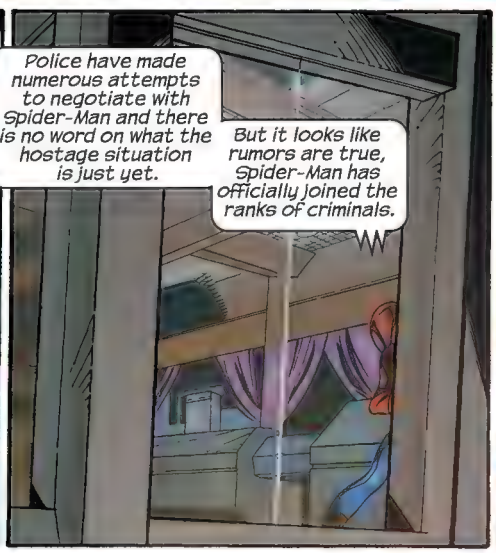

I thought MJ was going to study with us?

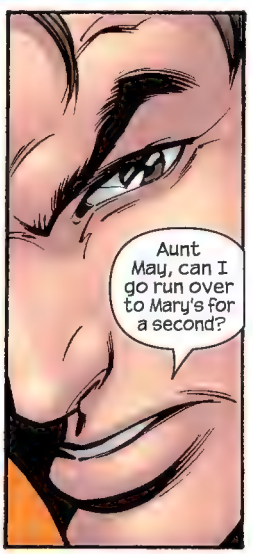
Yeah, I don't know what happened there...
Um, hold on. Yes.
We're going to go live to a situation that is developing uptown.

We have just received word that Spider-Man has been caught in the middle of a jewelry heist on the Upper West Side.
We are going to go live to Shane Jewelers where Monica Kaufman is already on the scene.

Monica? What is the situation down there?

It's a standoff, Dan!
Police have come to the scene here at Shane Jewelers-- where a man that has been identified as the mysterious Spider-Man has trapped himself inside the building...
ABC NEWS
MONICA KAUFMAN


Police have made numerous attempts to negotiate with Spider-Man and there is no word on what the hostage situation is just yet.
But it looks like rumors are true, Spider-Man has officially joined the ranks of criminals.


Aunt May, can I go run over to Mary's for a second?

Dan, I don't know if you can hear me...
But we have talked to sources at the Police Department and word from the inside is that the Police mood has become increasingly anti-vigilante.
We hear that they have been waiting for a moment just like this to prove their point.
We are going to stay on the scene until...
Make it easy on yourself, and come out with your mask off and your hands up!
Please, guys, allow me!
I am *dying* to have a talk with this guy myself.

I know you guys have a job to do but I *really* think I can take care of this in two shakes of a--
Get your hands on your head!!
Oh, come on... you are talking to the *actual* Spider-Man now-- hence I am not robbing anything in *there* and talking to you out *here*.
You have till the count of three...!!
Guys! I-- Hello!
I am not robbing anything!
I don't even have any pockets!!
I am here to help!!
Take him down!!

AAGGHH!

To be continued...

ULTIMATE
SPIDER-MAN®
ISSUE
30
EMERGENCY
BENDIS
BAGLEY
THIBERT
MARVEL®
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Peter Parker

Aunt May

Mary Jane Watson

Gwen Stacy

Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-- Peter can walk on walls.

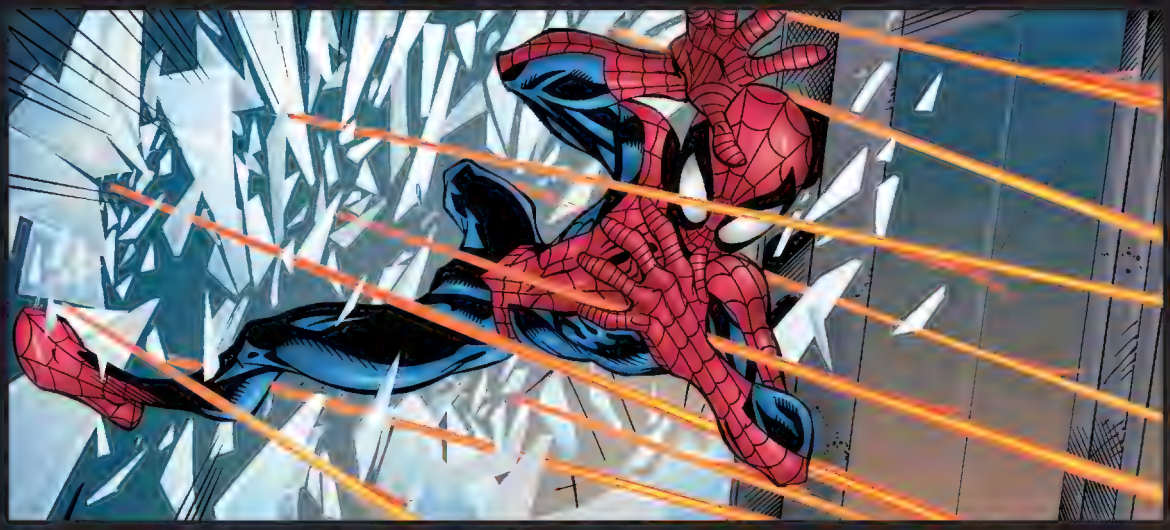
When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets-- the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

A mystery man posing as Spider-Man is committing a series of daring robberies throughout the city. Frustrated by the bad rap he is getting, Peter decides to get in the middle of a standoff between the police and this fake Spider-Man.

But Spider-Man is viciously attacked by the police the second he shows up to the crime scene. Spider-Man is shot and falls to the ground at the feet of the rabid newsmedia and police...



Stan Lee presents:

ULTIMATE SPIDER-MAN

Brian Michael Bendis story

pencils Mark Bagley Art Thibert inks

Transparency Digital colors Chris Eliopoulos letters C.B. Cebulski associate editor Brian Smith associate editor

Ralph Macchio editor Joe Quesada editor in chief Bill Jemas president & inspiration

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Don't you move!
STAY DOWN! STAY DOWN!!!
Don't you move a muscle or I will blow your head off!!
AAAGGHH!!
Mmmmy shoulder!! Don't--
You are under arrest!!
My shoulder!!
GGGHHH!!
You have the right to remain silent!!
Oh no! Oh no!
CCLIAAAK!
Not again. Not--
AAAGGHH!!

Anything you say *can* and *will* be used--
No, listen. I-- ow!!
POLICE
911
Grab the mask! Let's end this stupid--
No!!
Against you in a court--
Stop it!!
Off me!!
I didn't do any-- aah!!
Get him!
Freeze!
Do not move!!
POLICE
911

BLAM!
BLAM!
BLAM!
BLAM!
Take him down!
Hit him again!!
Damn it!
That's-- That's amazing-- the guy took a bullet!

SPING
BLAM!
BLAM!
SPAKK
BLAM!

BLAM!
Uhgh-- ugh-p-- oh no...
BLAM!
SPAKK
SPING

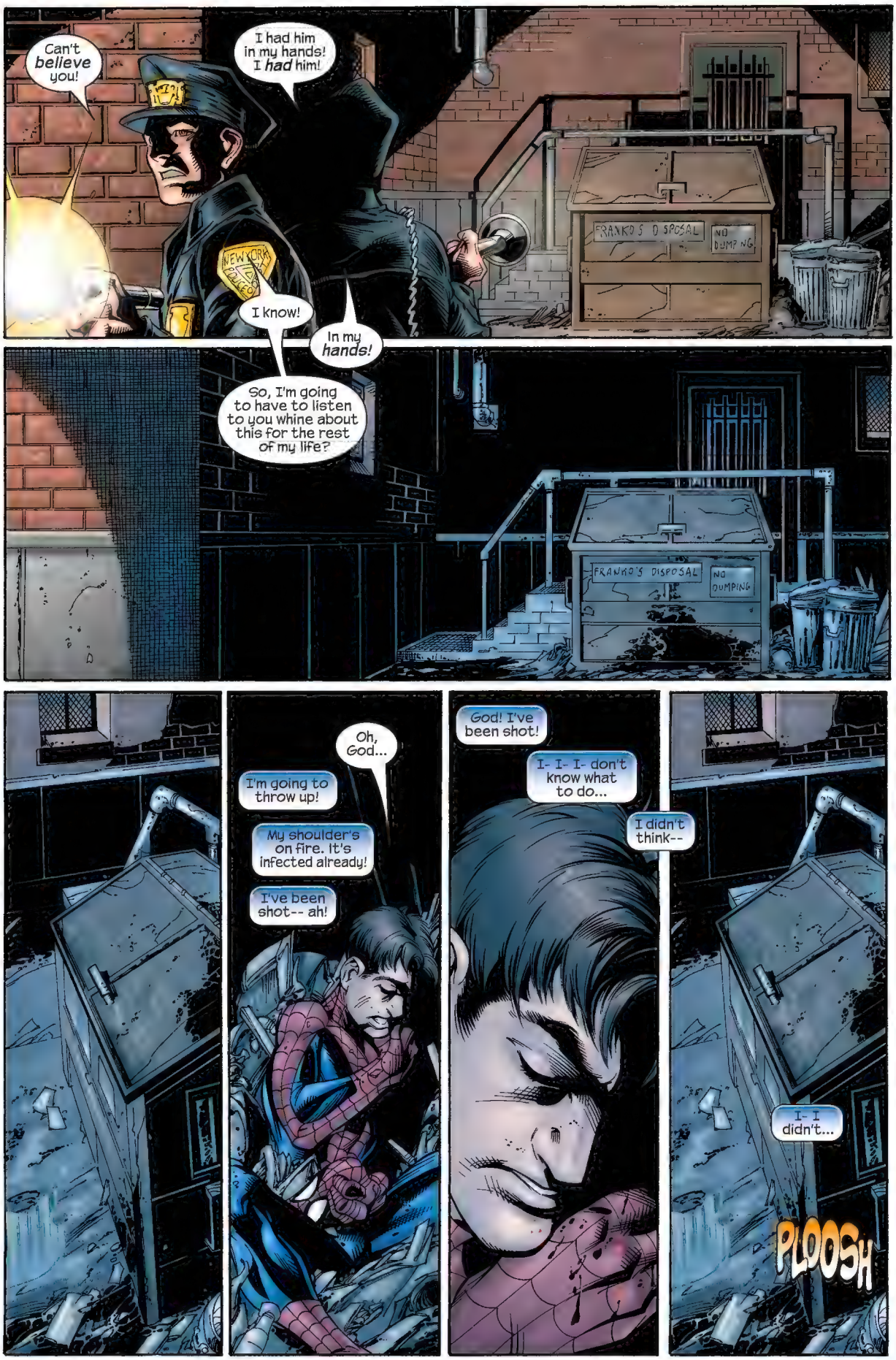
Ow! Oh my God!!
This can't be it!
Spinning. sppp--
Going to-- Can't see straight.
I've-- ugh-- I've been shot! Oh my God!
My mask-- got to fix my mask. Can't see-- my arm!!

Please-- let me out of this. This can't be how it--!
AAAGGHHHRR!!
Please-- Out of here.
Mary!

Please!!
I--
--can't--
--let--
--this--
--be--
--it!

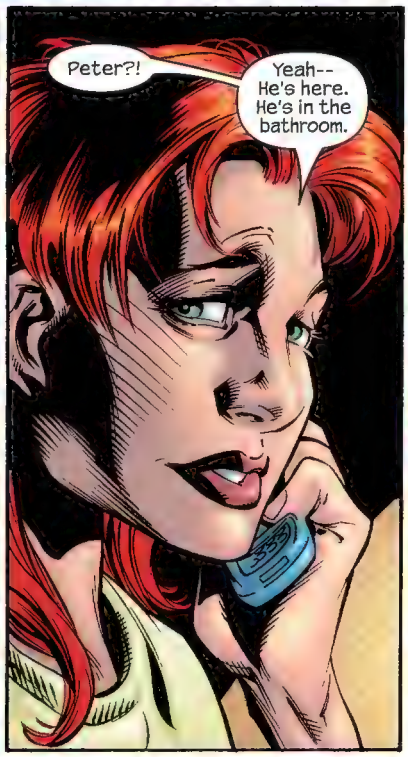
NNYAARRGGH!
AAGGHH!
Oh-- oooh God!!!
Guh-- guh-- guh-- guh--
Gotta pull it together-- got to get--
There he is!
No...
This is the NYPD!!
Freeze where you are!
Lie on the ground with your hands over your head or we will shoot you!!
BLAM!
BLAM!
SPING
SPAK

Jeez! This guy is fast!
Why are we shooting at him? Shouldn't we--?
Take him down. Now!
He resisted arrest! He attacked an officer!
But the horn said outside the store! I thought he was--
Do your job!
I'm just--
Do your job!!
Don't have to yell. I have feelings.
Uh...
NYPD
This is bird four! We do not have a visual. Repeat: we do *not* have a visual!!
#$%@! Where'd he go?!


Can't *believe* you!
I had him in my hands! I *had* him!
NEW YORK POLICE
I know!
In my *hands!*
So, I'm going to have to listen to you whine about this for the rest of my life?
FRANKO'S DISPOSAL
NO DUMPING
FRANKO'S DISPOSAL
NO DUMPING
Oh, God...
I'm going to throw up!
My shoulder's on fire. It's infected already!
I've been shot-- ah!
God! I've been shot!
I- I- I- don't know what to do...
I didn't think--
I- I didn't...
PLOOSH

...horrible nightmares every night since the bridge incident.
"The Bridge Incident."
And I'm not a nightmare person-- I just don't have them. Am officially freaking out.
I think I should see a psychiatrist but I can't because of Peter.
~Sniff~
RING

Hello?
Oh, hi, Aunt May.


Peter?!
Yeah-- He's here. He's in the bathroom.

Peter?
It's your Aunt May!
Yeah?
Okay?

Yeah-- he's-- I don't know what he's doing in there.
Okay. What time is it now?
Oh, yeah-- no, I didn't even notice.
Okay. I'll tell him. Bye.

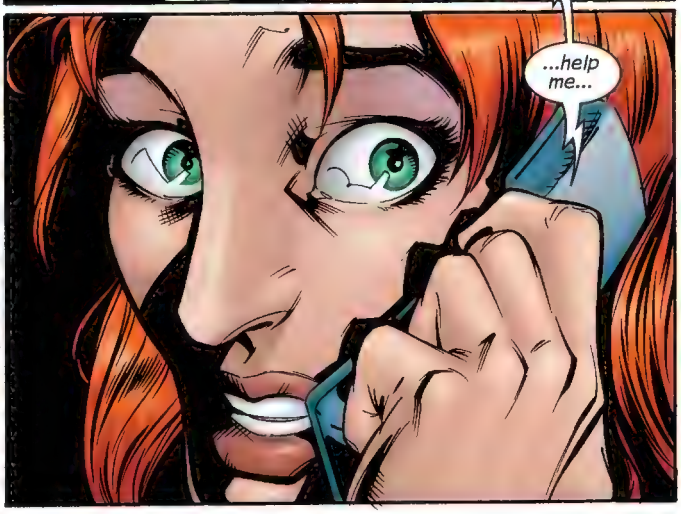
I should be an actress.

#$!@%!
RING

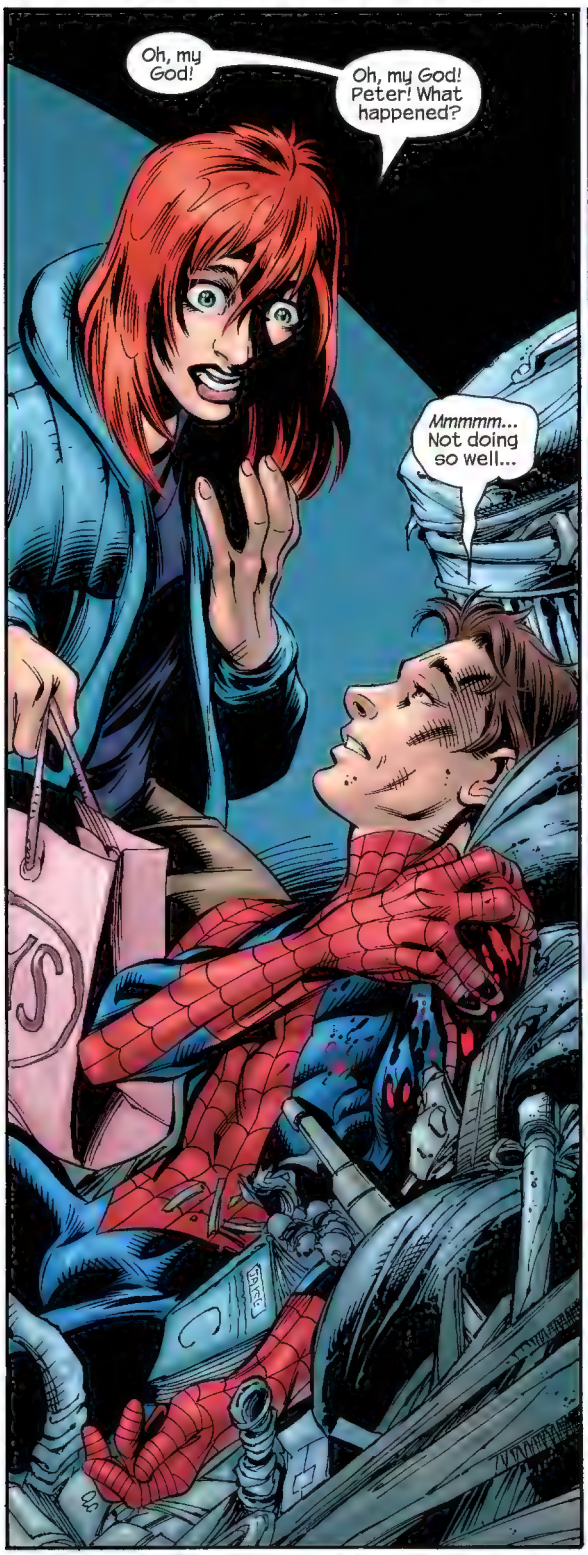
Hello?
We have a collect call from Peter Parker-- do you accept the charges?
Say yes or no now!

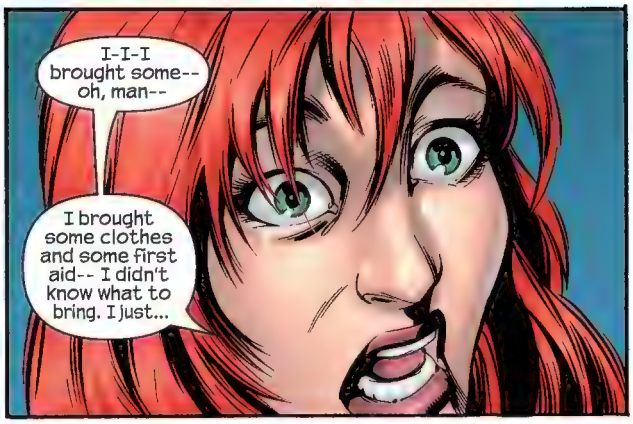
Yes!
Oh man, Peter.
Your aunt just called looking for you. You have to be home in forty-five minutes she said. She didn't sound ticked but you don't want to get...

Hello?
Peter?
Mary...


...help me...

You sure this is it, sweetie?
Uh-- Thanks. Keep the change.
STORE
Peter?
RUNCKLE
Yip!
P- Peter?


Oh, my God!
Oh, my God! Peter! What happened?
Mmmmm... Not doing so well...


I-I-I brought some-- oh, man--
I brought some clothes and some first aid-- I didn't know what to bring. I just...

Oh, my God, Peter!!
We have to get you to a hospital!
They'll arrest me! I don't-- I don't know what to do.
We have to call your Aunt May!

No. No, we can't.
We have to!
No! My-- my Uncle Ben. UGH!
Uncle Ben was shot. This will-- this will kill her.

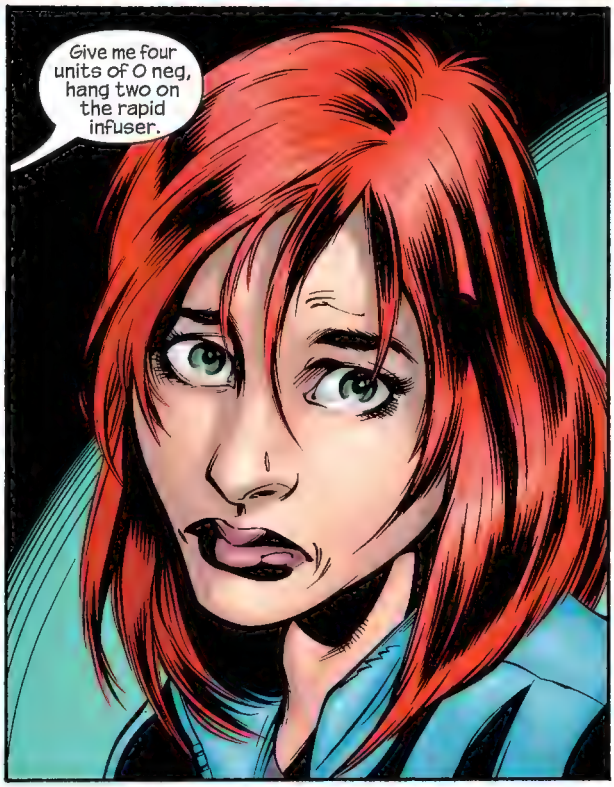
Aagghh! I don't know what to do...
I think I do.

Aahh!
You remember what I told you...
They'll call the cops. I'm--
You *have* to do this. Just-- just do it.
EXIT
I'll be here.
Oh my...

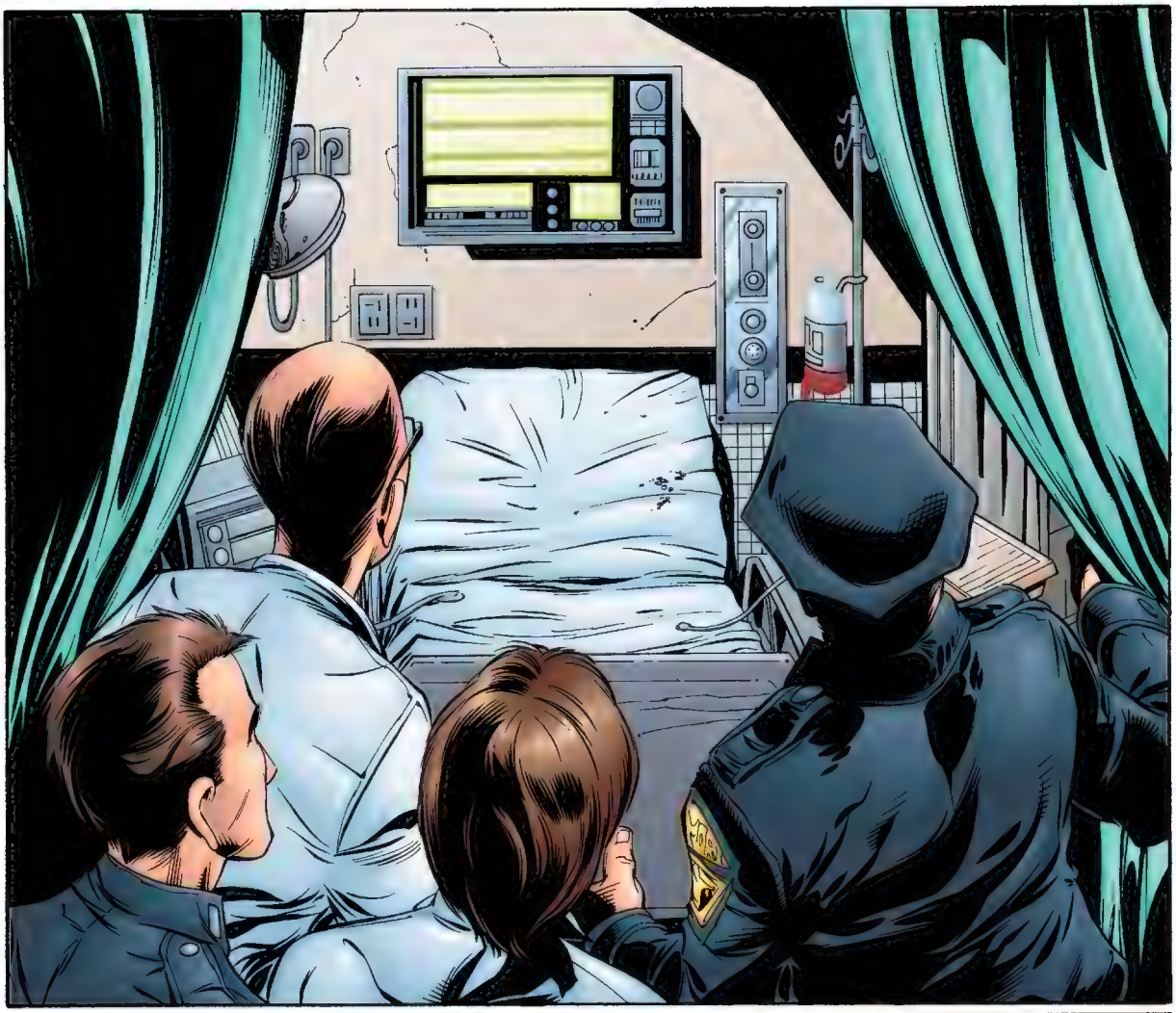
Kid! Hey, kid! Can you hear me?
Yo! He just came in here and fell over!
Doctor, he's been shot! One shoulder wound.
Oh, man! The kid's a kid.
There's no ID.

Is he with you?
What? No. No! I'm here with my--
Get him into four or two. Stat!

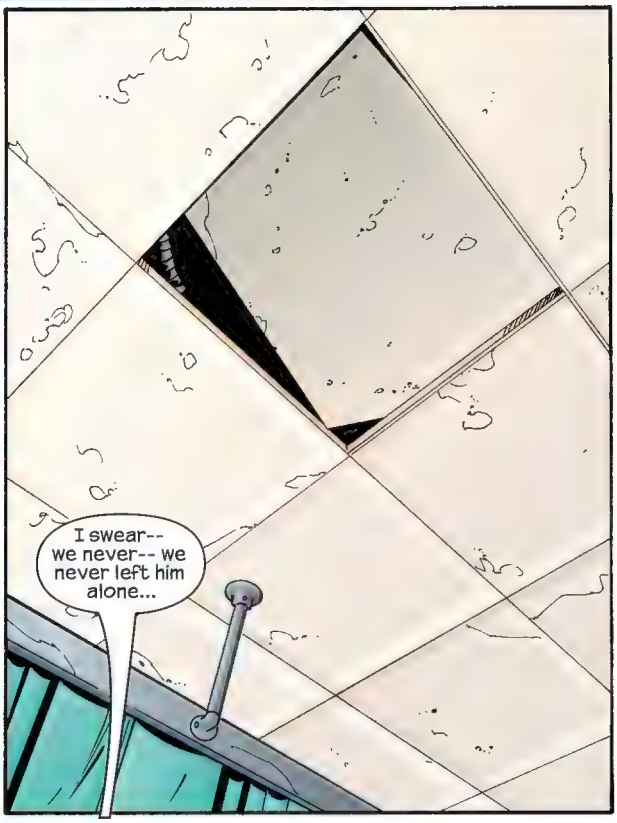
A and O times four. BP's 132 over 82. Pulse 110.
Number 8 ET tube. What's his BP?
Hold on, pulse OX is low, 82.


Give me four units of O neg, hang two on the rapid infuser.

Hey Mike, has he moved?
Nope. Out cold.
His vital signs are strong.
Strong-- they are through the roof.
Oh, finally, here comes the police.
Officer?
Doctor Costanza?
Yes. Thank you for responding.
What do we got?
We got a John Doe. Kid comes in-- gunshot wound to the shoulder.
Came in on the "Homeboy Ambulance service"?
At first I thought so, but...
He's not wearing the shirt he was shot in.
Wait, he changed his shirt before he came in?
That's what I said-- you don't see that everyday.
No ID on him?
Nothing. Shirt. Pants. That's it.
Its a kid-- I'd say-- seventeen years old.
Fifteen.
Is he awake?
Not yet.
Let him sleep because we just--
I'm just going to see if I can get a name out of him so we can process a--

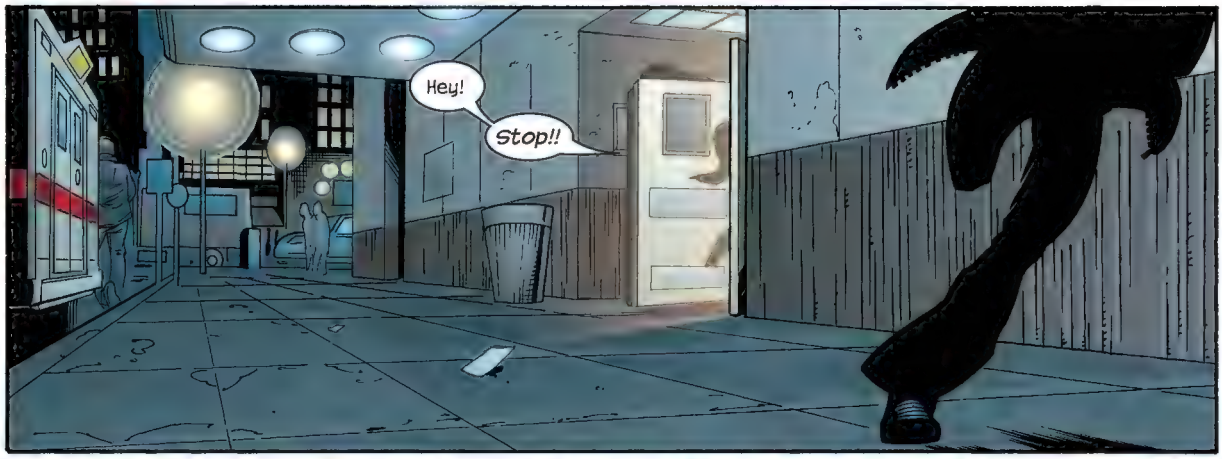


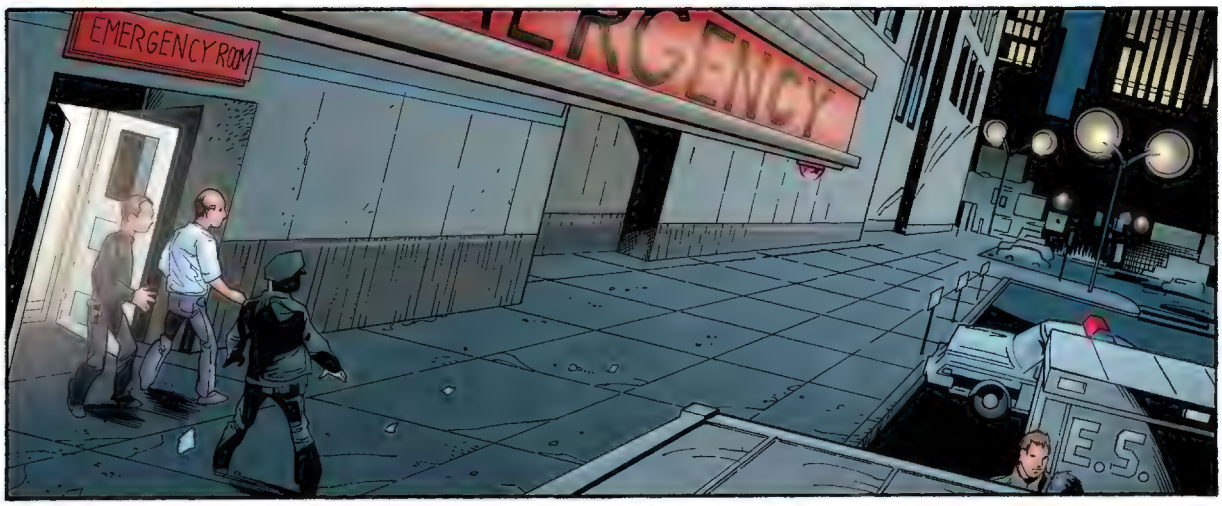
Ted, call Frank on the third floor, we got an MIA!!
I was standing here the entire-- I swear-- I never left this spot!


I swear-- we never-- we never left him alone...

AUTHORIZED PERSONNEL ONLY
Hey!
Did-- did a patient come through here?
Hello?!!
Any of you!
Anybody see a patient come through here?!!

Doc, lock the ward down and call your security force down here... *now!*
This is E.R. 4. I need as many security guards as you have on duty...
...and call up to Psych and see if they can spare any order--
Hey!! You!!
Yeah, you!!

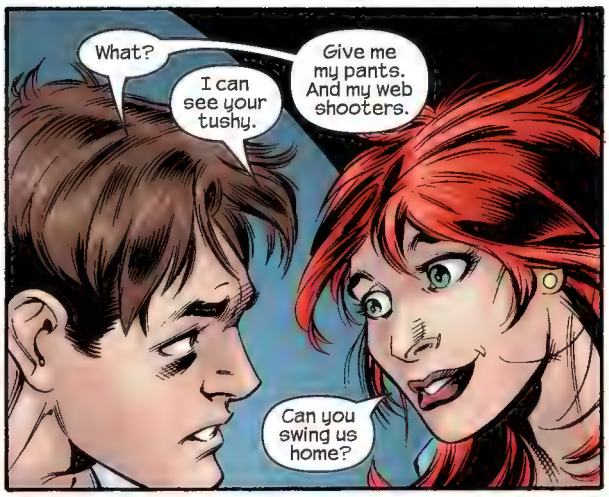

Hey!
Stop!!

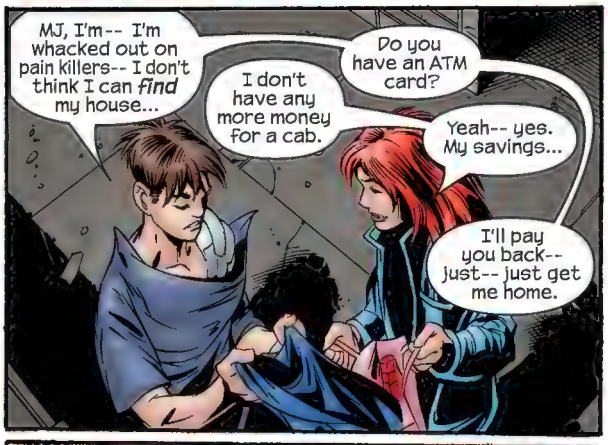

EMERGENCY ROOM
RGENCY
E.S.

Did-- did you see a girl?
EMS

No...
Was she hot?

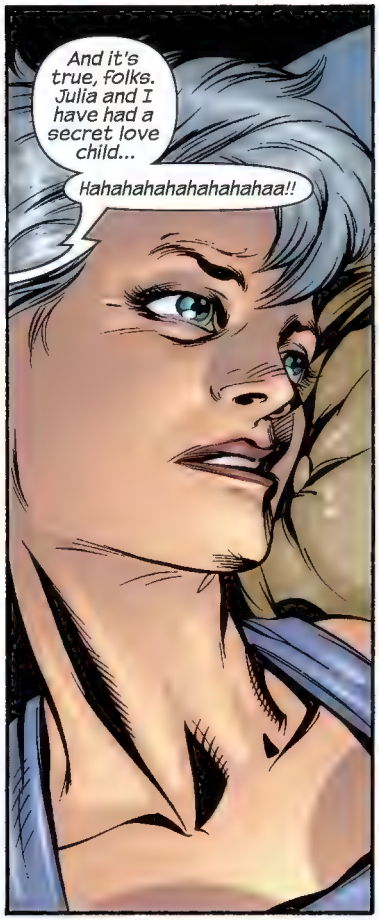
Ow!
Oh, my God-- I'm going to faint.
Just get me home first.
MACY'S

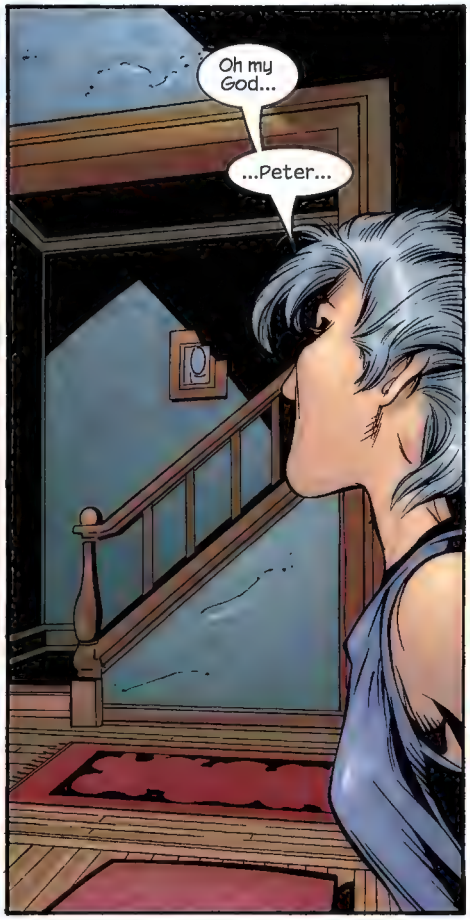

What?
I can see your tushy.
Give me my pants. And my web shooters.
Can you swing us home?


MJ, I'm-- I'm whacked out on pain killers-- I don't think I can *find* my house...
I don't have any more money for a cab.
Do you have an ATM card?
Yeah-- yes. My savings...
I'll pay you back-- just-- just get me home.

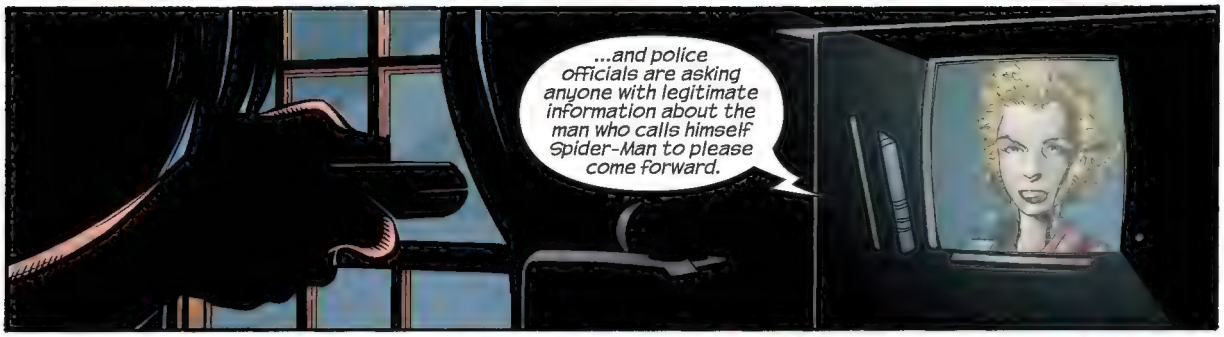
Oh, thank God you're all right!
Ow!

Well, Max, a lot of people don't know that I am, in fact, dating Julia Roberts... it's true.
Hahahahahahahahahaa!!


And it's true, folks. Julia and I have had a secret love child...
Hahahahahahahahahaa!!


Oh my God...
...Peter...

Aagghh!


...and police officials are asking anyone with legitimate information about the man who calls himself Spider-Man to please come forward.

Sergeant Bullit, there is a rumor that Spider-Man was successful in his robbery attempt tonight even though **witnesses** say he didn't actually seem to **have** any of the stolen--

Let me make myself perfectly clear.
Vigilante behavior will not be tolerated in this city-- masked or otherwise.
We have been lenient on people like this Spider-Man-- but those days are over.
Clearly, he is a **coward** and a **thief**.

He wears a mask and **now** we know **why**.
Don't you worry-- this Spider-Man weasel will pay for what he has done here tonight.
Ow...
To be continued...

ULTIMATE SPIDER-MAN®

ISSUE 31

BLACK VAN

BENDIS
BAGLEY
THIBERT

MARVEL®

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WELCOME TO ATLANTIC CITY FOP OF NYC
Should I open with that joke I told you--?
No!
What?
You're my captain, Captain, and I respect you, but if you open with that joke, half the cops in the convention hall will pull out their revolvers and--
NYPD

You laughed at it when I--
What Burke is trying to say, Captain Stacy, is that joke telling is an art form and not everyone--
But you laughed.

He was kissing your butt, sir.
I can tell a joke...
I was kissing butt.
SCREEEEEE
BOOM
SKY
BALL

AAIIEEE!

BRINKS
ARMORED CARS
TRUMP
TAJ MAH

Drop the guard and put your hands over your head!

I mean it!!!

I'm *not* giving you to the count of three!!
Do it *now*!!!

Peter Parker

Aunt May

Mary Jane Watson

Gwen Stacy

Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-- Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets-- the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.

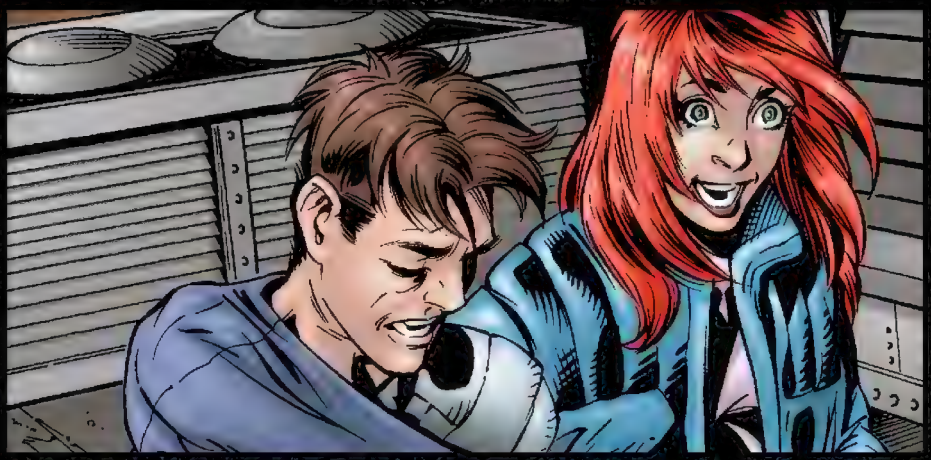
PREVIOUSLY IN ULTIMATE SPIDER-MAN:

A mystery man posing as Spider-Man is committing a series of daring robberies throughout the city. Frustrated by the bad rap he is getting, Peter decides to get in the middle of a standoff between the police and this fake Spider-Man.

But Spider-Man is viciously attacked by the police the second he shows up to the crime scene. Spider-Man is shot and falls to the ground at the feet of the rabid newsmedia and police...

Mary Jane, Peter's girlfriend and the only person that knows he is Spider-Man, sneaks out of her room in the middle of the night and helps an injured Peter into a hospital emergency room. Peter is treated for his gunshot wound and narrowly escapes being brought into police custody.

Gwen Stacy, the new girl at school, is staying at Peter's house, while her father, police Captain John Stacy is in Atlantic City for a police convention.



Stan Lee presents:

ULTIMATE SPIDER-MAN

Brian Michael Bendis story

pencils Mark Bagley Art Thibert inks

Transparency Digital colors

Chris Eliopoulos letters

C.B. Cebulski associate editor

Brian Smith associate editor

Ralph Macchio editor

Joe Quesada editor in chief

Bill Jemas president & inspiration

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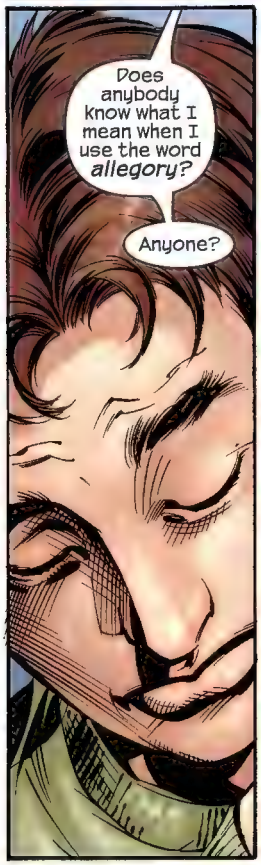
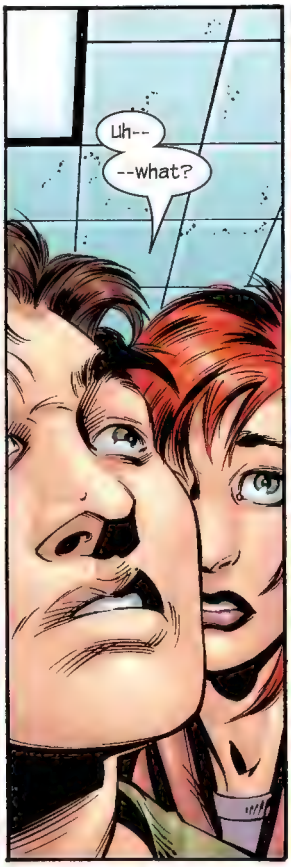
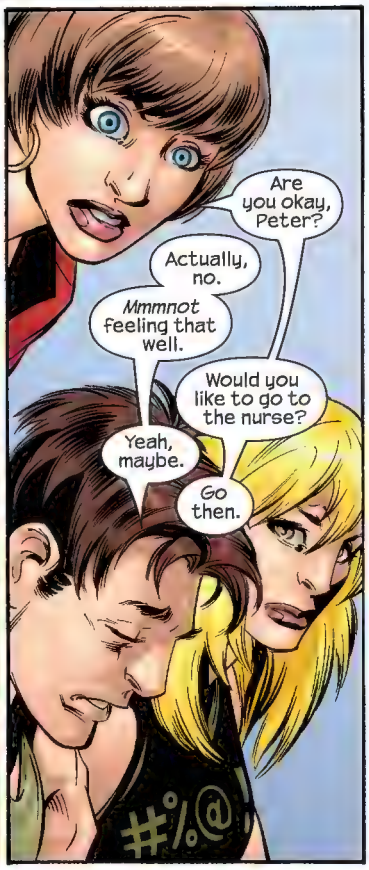
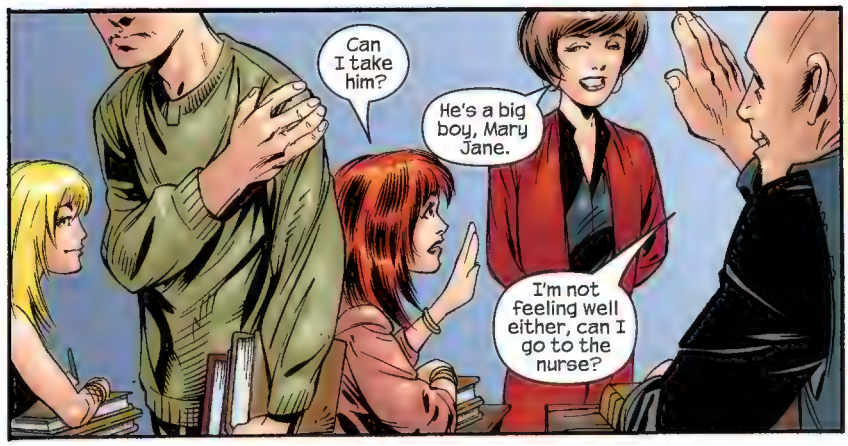
I was really excited for you this weekend-- "Animal Farm" is about as perfect a piece of writing as was ever created.
It works as both a gripping piece of fiction and as an allegory...


Does anybody know what I mean when I use the word *allegory*?
Anyone?

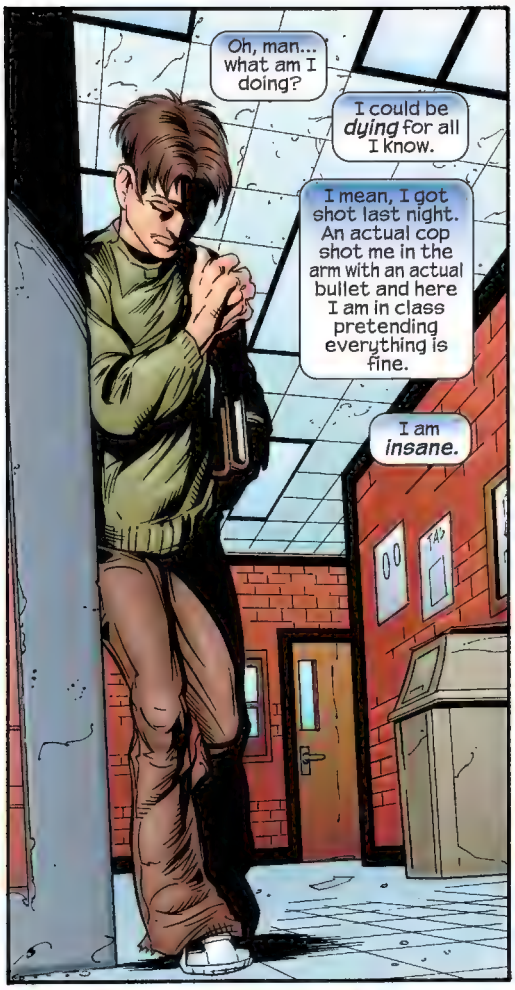
Peter Parker? Would you like to, maybe, wake up and tell the class what an allegory is?

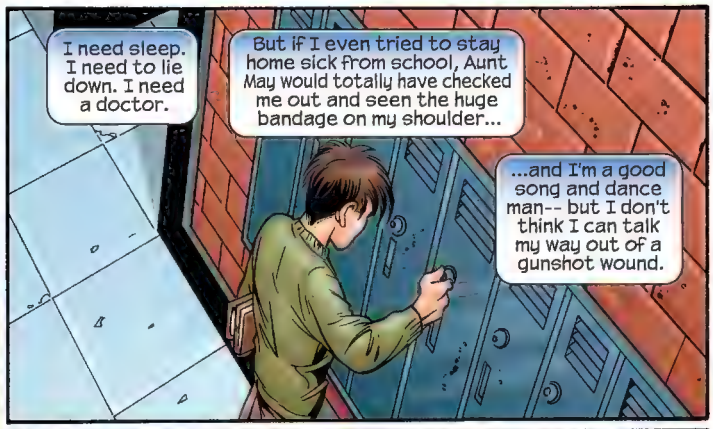

Uh--
--what?


Are you okay, Peter?
Actually, no.
Mmmnot feeling that well.
Would you like to go to the nurse?
Yeah, maybe.
Go then.


Can I take him?
He's a big boy, Mary Jane.
I'm not feeling well either, can I go to the nurse?

Kong, from the book, name me one of the Seven Commandments that the animals painted in big white letters on the barn.
Uh-- what? Animals painting? What kind of book is this?


Oh, man... what am I doing?
I could be *dying* for all I know.
I mean, I got shot last night. An actual cop shot me in the arm with an actual bullet and here I am in class pretending everything is fine.
I am *insane.*


I need sleep. I need to lie down. I need a doctor.
But if I even tried to stay home sick from school, Aunt May would totally have checked me out and seen the huge bandage on my shoulder...
...and I'm a good song and dance man-- but I don't think I can talk my way out of a gunshot wound.

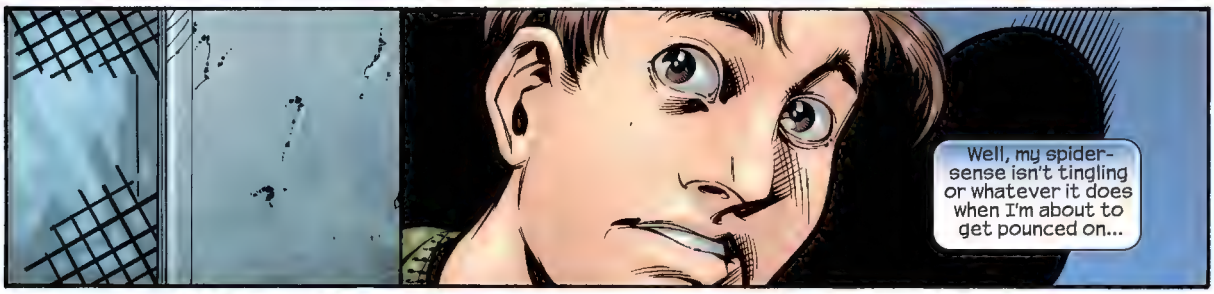
I can't believe how badly I got my--

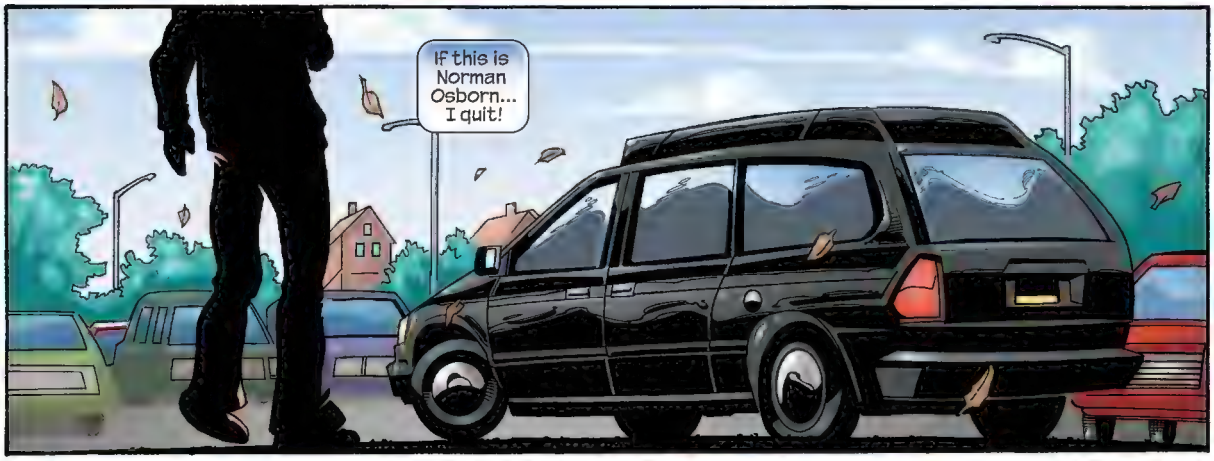
PYSIC
Peter Parker

BLACK VAN
IN PARKING LOT
I'LL TAKE CARE OF
THE SHOULDER.

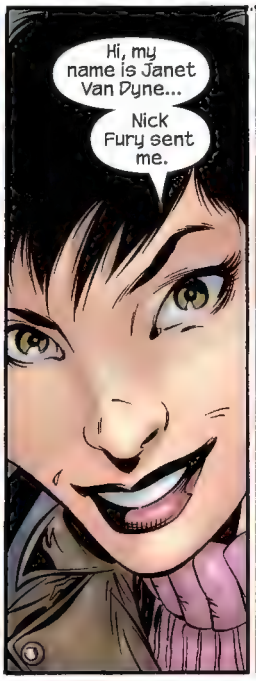
PYSICS

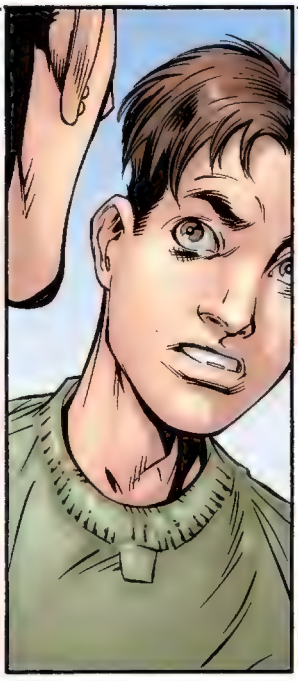
Huh.


Well, my spider-sense isn't tingling or whatever it does when I'm about to get pounced on...

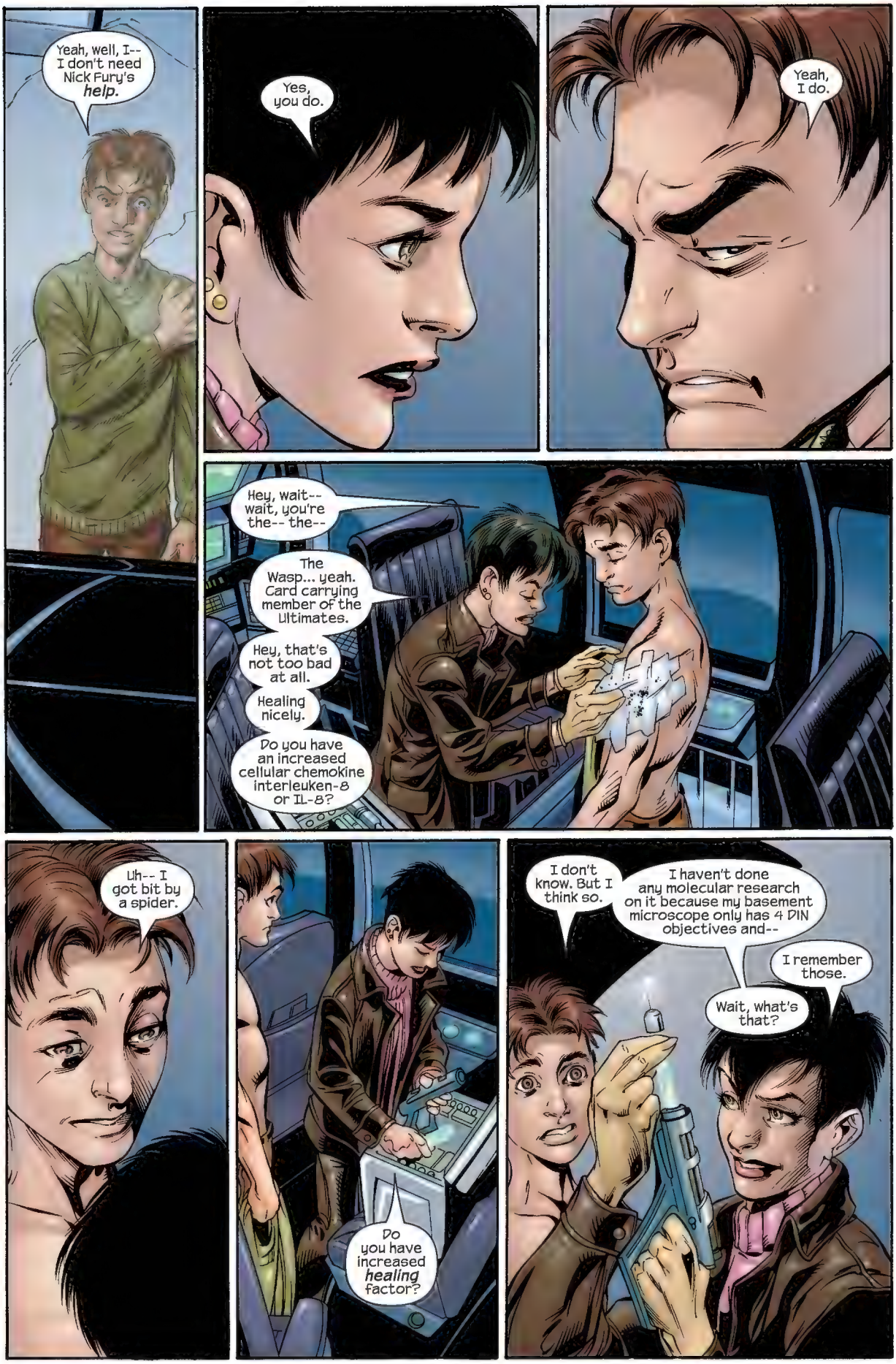

If this is Norman Osborn... I quit!

Peter?
...Yeah?

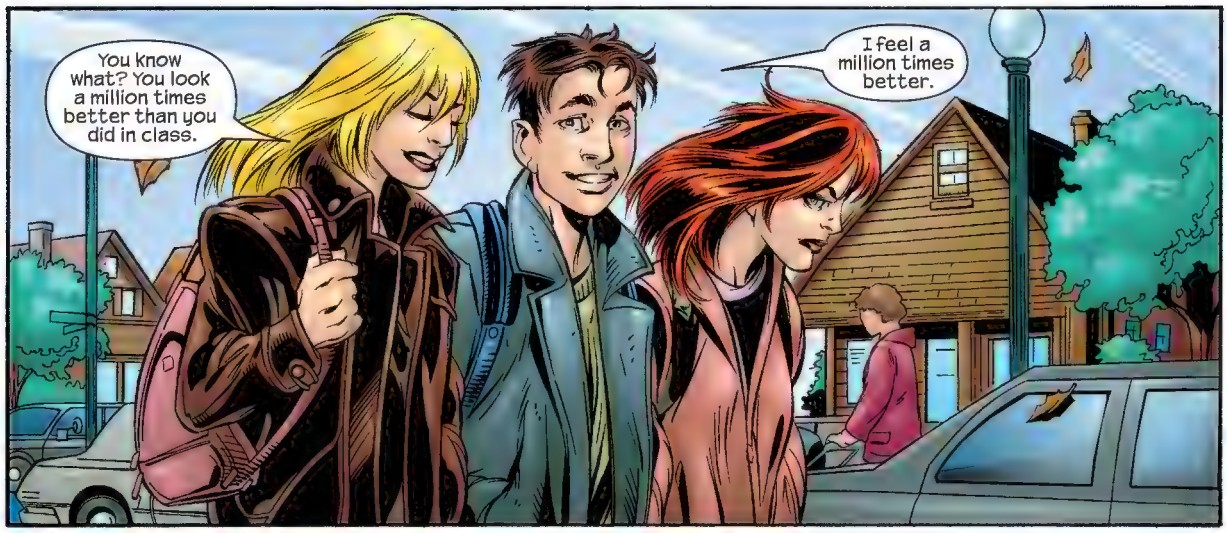

Hi, my name is Janet Van Dyne...
Nick Fury sent me.

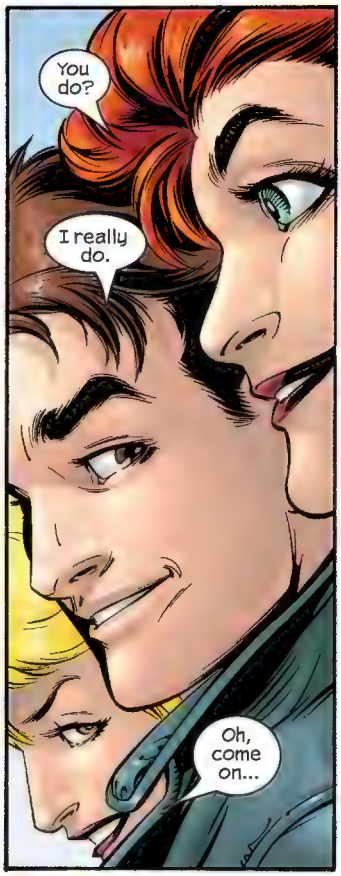


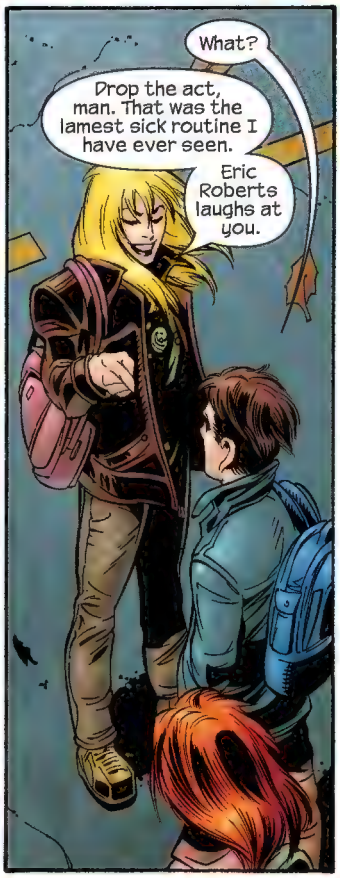
We were all watching TV last night and saw what happened with you and the cops.
Tough breaks.
Nick figured you might need a doctor who specialized in genetics-- who made house calls.

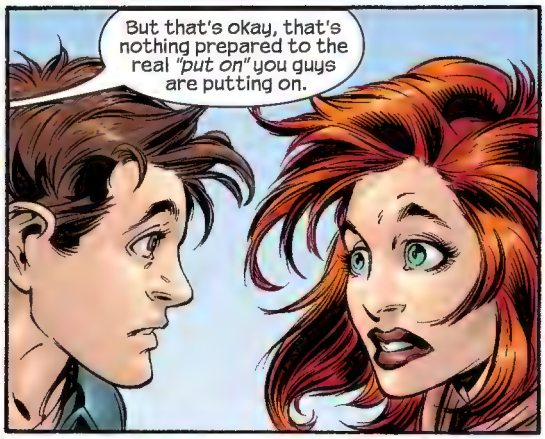

Yeah, well, I-- I don't need Nick Fury's *help.*
Yes, you do.
Yeah, I do.
Hey, wait-- wait, you're the-- the--
The Wasp... yeah. Card carrying member of the Ultimates.
Hey, that's not too bad at all.
Healing nicely.
Do you have an increased cellular chemokine interleuken-8 or IL-8?
Uh-- I got bit by a spider.
Do you have increased *healing* factor?
I don't know. But I think so.
I haven't done any molecular research on it because my basement microscope only has 4 DIN objectives and--
I remember those.
Wait, what's that?

This will, hopefully, heal you at an even more accelerated rate.
I...
They discovered a chemical in chickens called cCAF that can increase healing time in humans.
I...
One of the things we've been working on in our free time is a specific genetic cocktail based on a synthesis of the patient's own blood sample and the Chemokines.
So I whipped up an interesting little cocktail from your own, very unique, blood sample.
What's-- ow-- how did you calibrate my molecular levels if I never gave you a blood sample?
Look at you, you *are* smart-- that's cute.
I don't know-- Nick Fury had a blood sample from you.
Consider yourself lucky this happened on TV and that we were watching.
Listen, you may or may not get some flu-like symptoms-- but they'll pass.
Just try to take it easy for a couple of days.
Did Fury happen to mention anything to you about a guy named Harry?
Harry? No.
Fury didn't happen to mention if he knows who that guy is that is running around impersonating me and robbing banks ?
No, he didn't say.
And no offense, kiddo, but that kind of thing is small potatoes for us.
But, I tell you, if someone was running around in *my* costume doing that... I would find him and beat the holy snot out of him.

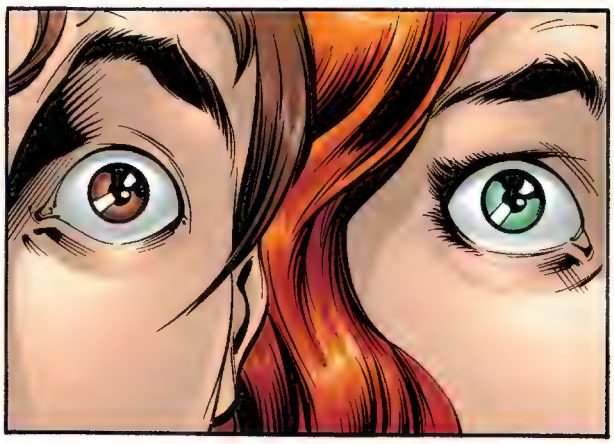

You know what? You look a million times better than you did in class.
I feel a million times better.

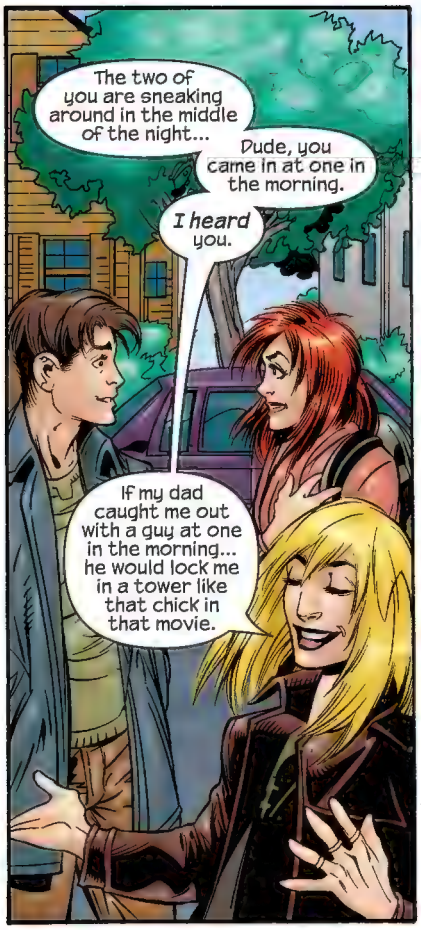

You do?
I really do.
Oh, come on...


What?
Drop the act, man. That was the lamest sick routine I have ever seen.
Eric Roberts laughs at you.

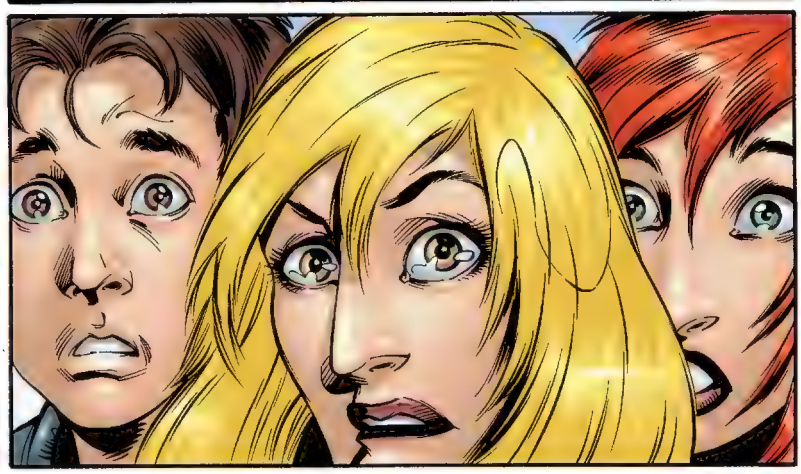

But that's okay, that's nothing prepared to the real *"put on"* you guys are putting on.

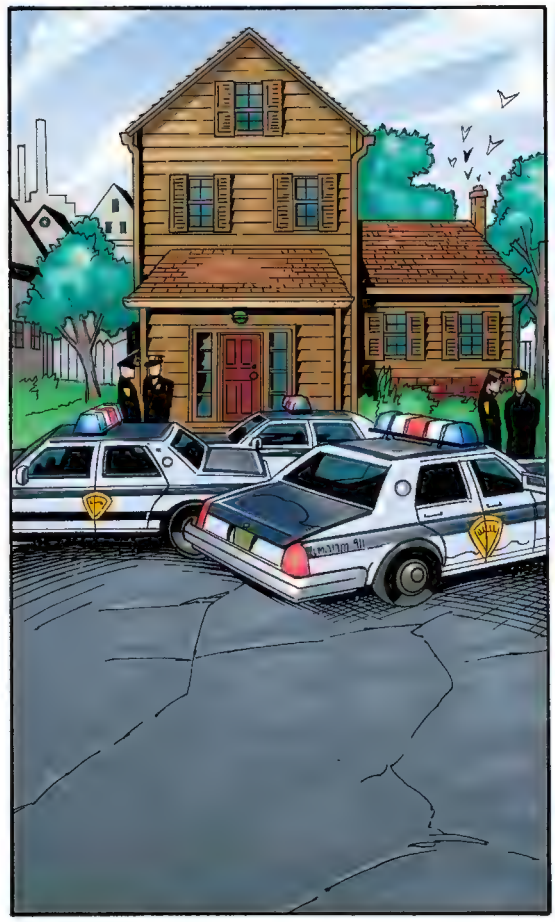
Come on, I totally know...



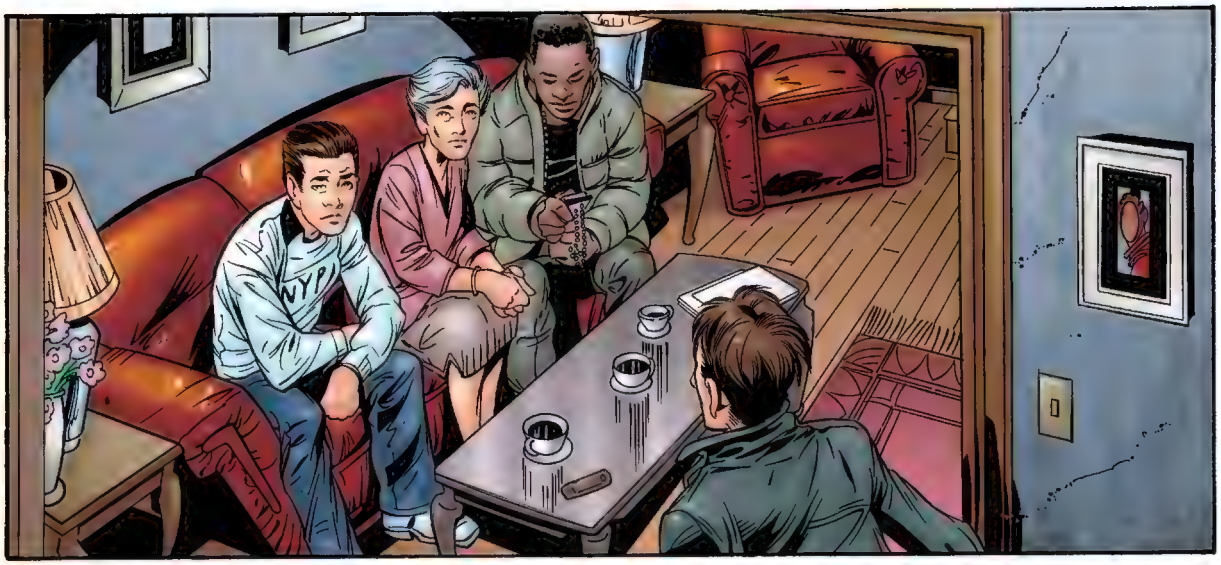

The two of you are sneaking around in the middle of the night...
Dude, you came in at one in the morning.
I heard you.
If my dad caught me out with a guy at one in the morning... he would lock me in a tower like that chick in that movie.

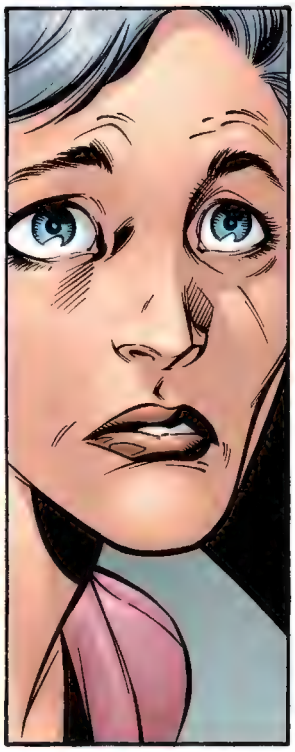
Hey, listen, good for you guys, but you're going to get busted.
Everyone gets busted eventu--
What?

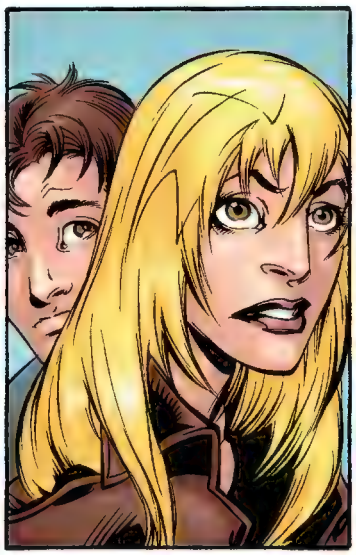




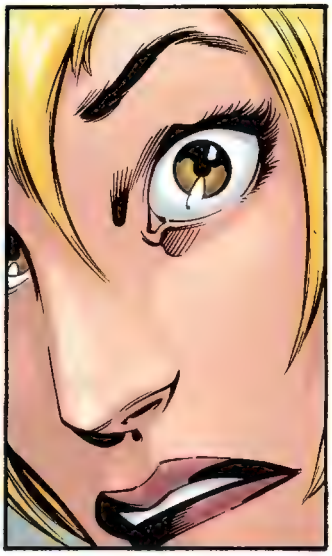
AUNT MAY!
OH, NO!


NYP





N.Y.P



NEW YORK
2071
POLICE DEPT.
STACY
N.Y.
NO!!

Hi, I'm Ben Urich-- reporter for the Daily Bugle.
Did you happen to see what went on here today?

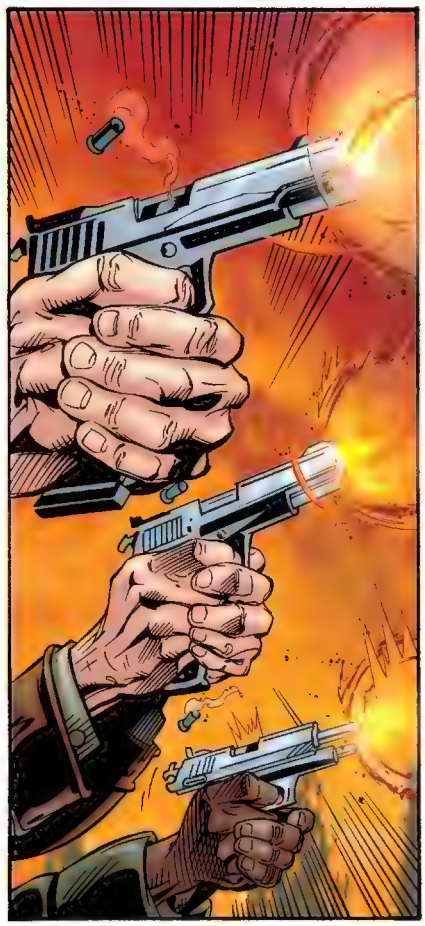
Yo, man, not for nothin' but I was takin' out the garbage and I hear all this noise coming from behind the bank over there...
...wasn't no explosion or nothing, just like a car accident, that sound, like a squeal then a thump.
A thump?
Like when a car hits something.
And all of these-- these cops up in here for the convention, they start runnin' around.
It was crazy!!
You think Godzilla was up in here.

No, I was standing right over there-- see? Right there.
And I saw Spider-Man!!
And-- he was trying to rip off an armored car which really--
See? I remember being *really* bummed out because I thought Spider-Man was one of the good guys... but like everything else, I guess, he was full of it!!
And there he is-- beating the living crap out of this poor guard.
He was standing right on top of the armored car that tipped over and he was just slapping the guard.
Slapping him!
And all these cops came outta nowhere and were pointing their guns and screaming and yelling-- just like on the TV.
What did Spider-Man do?

What kind of an idiot tries to rob an armored car at a cop convention?
I mean, think about it!
What did Spider-Man do?
What'd he do? The crumbum makes a run for it!
All the cops got their guns out and this Spider-dude- he just bolts.

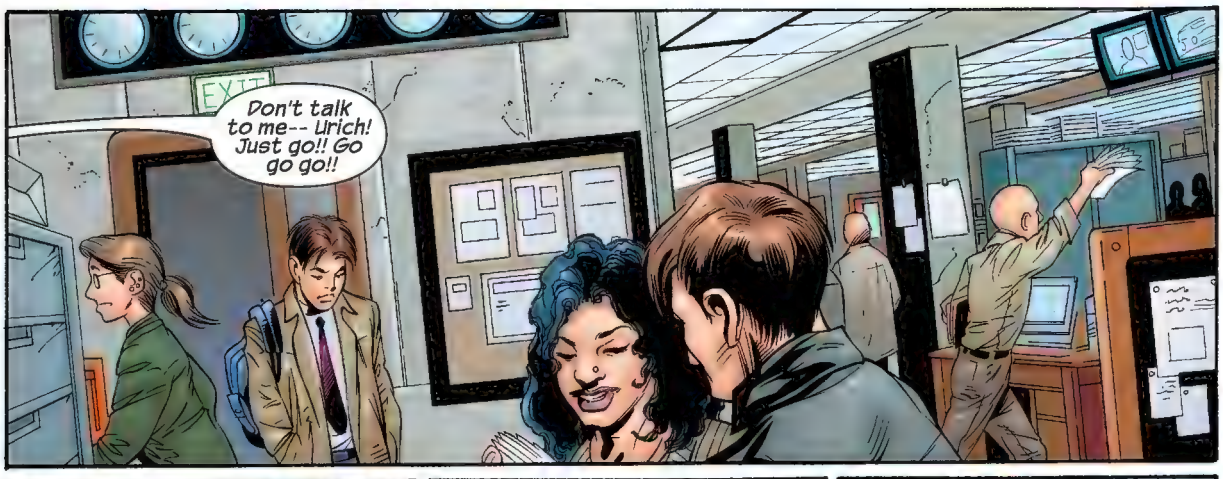
It was just about the scariest thing I ever saw.
All these cops were running and screaming and this Spider-Man guy, he was running across the rooftop of that restaurant over there-- over there-- see? There--

--he was running across the rooftop swearing at the cops in Spanish.
In Spanish?
Yeah, I know.
I always assumed that he was, like, white or something-- but I guess that was pretty racist of me now that I think about it.
And that's when the cops started firing?
Oh, yeah...



So, basically this guy Ben, who is this reporter friend I have at the paper...
...he-- ahem-- he-- he said the same thing those cop friends of your dad said...
...that every one who saw what happened...
...every one of them said he died saving that little boy.
He died a hero.
And-- and I know that doesn't make it any better but-- that's what happened.
They-- uh--
--they don't know what was in the knapsack yet... but they think that it was stuff to open the armored car with-- blow it up or something.
Maybe that plastique stuff-- that playdoh they make bombs with.
Spider-Man...

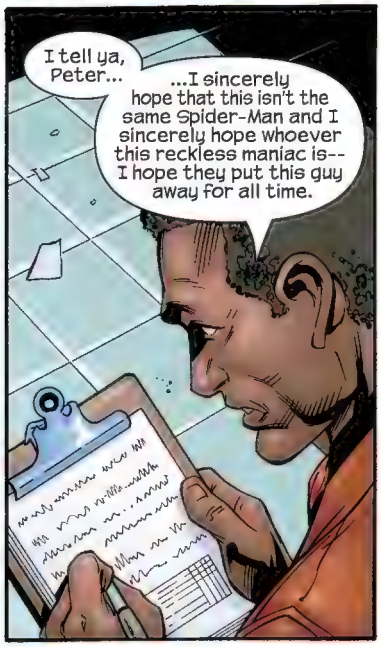
And-- uh-- they-- they don't know if it was really Spider-Man or a guy pretending to be...
A lot of the witnesses say-- uh-- they think that it's a guy pretending to--
Yeah...
Well, they said that in the craziness of what was going on that the guy probably ditched the costume and slipped into the crowd and such...
You guys mind?
I'd kinda like to be alone for a while...


EXIT
Don't talk to me-- Urich! Just go!! Go go go!!

Ben, take a photographer with you!
No time, Jonah. Send one down! Meantime, I have my digital.
Call the second you have anything!!
Always do.

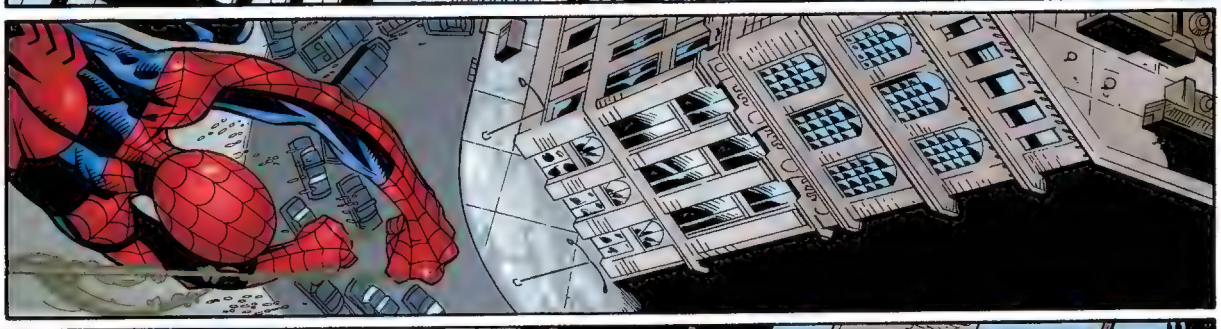
Told you, Robbie! Told you!!
Hey, Mr. Robertson...
Oh, hi, Peter, I thought you weren't coming in today...
What's going on?

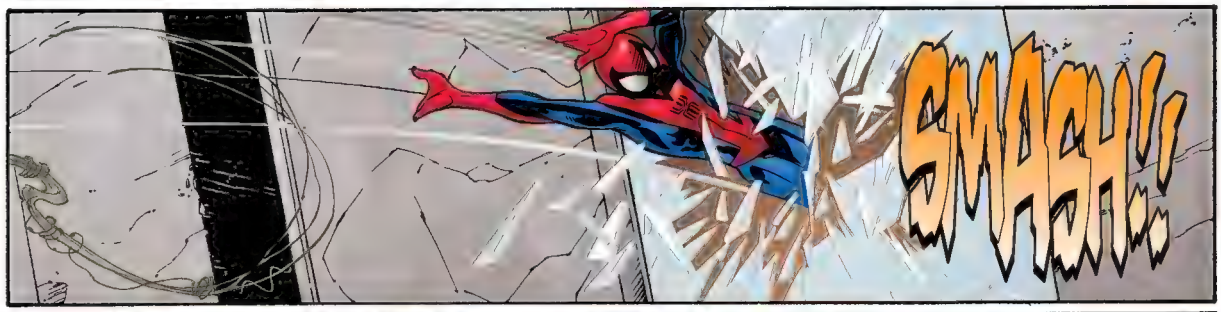
Oh, that idiot dressing up as Spider-Man got himself into another standoff with the police...


I tell ya, Peter...
...I sincerely hope that this isn't the same Spider-Man and I sincerely hope whoever this reckless maniac is-- I hope they put this guy away for all time.

But you gotta give this moron one thing: when's the last time you've seen an old fashioned, honest-to-goodness, crime spree like this? I mean--

Ooohhhkay...
Too young to be mumbling to myself...




SMASH!

Uh, Captain DeWolfe...
I seen him...
I thought we were here because Spider-Man was already...
I seen him!
POLICE DEPARTMENT

To be concluded...

ULTIMATE
SPIDER-MAN®
ISSUE
32
BENDIS
BAGLEY
THIBERT
MARVEL®
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Peter Parker

Aunt May

Mary Jane Watson

Gwen Stacy

Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-- Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets-- the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

A mystery man posing as Spider-Man is committing a series of daring robberies throughout the city. Frustrated by the bad rap he is getting, Peter decides to get in the middle of a standoff between the police and this fake Spider-Man and is shot by the police.

Gwen Stacy, the new girl at school is staying at Peter's house, while her father, police captain John Stacy, is in Atlantic City for a police convention.

At the convention, Captain Stacy is killed in an accident trying to apprehend the fake wall-crawler.

Peter goes to the Daily Bugle and finds out that the fake Spider-Man is holding hostages in a Soho bank. He bravely confronts the imposter surrounded by the hostages.

Stan Lee presents:

ULTIMATE SPIDER-MAN

Brian Michael Bendis story

pencils Mark Bagley Art Thibert inks

Transparency Digital colors

Chris Eliopoulos letters

C.B. Cebulski associate editor

Brian Smith associate editor

Ralph Macchio editor

Joe Quesada editor in chief

Bill Jemas president & inspiration

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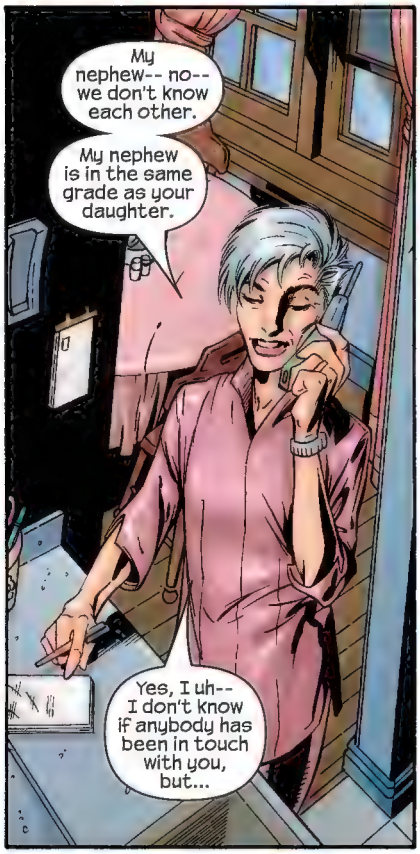
Uh-- hi. I'm looking for Ginger Stacy--
Oh-- Hi. Hello. Yes.
I'm May Parker.


My nephew-- no-- we don't know each other.
My nephew is in the same grade as your daughter.
Yes, I uh-- I don't know if anybody has been in touch with you, but...

Yes, well, I-- I can't tell you how *sorry* I am about your husband's passing.
I didn't know Captain Stacy all that well, but he struck me as a fine man and-- uh...
Well...

The reason I am calling is that your daughter, Gwen, is staying here--
She-- well, no.
As-- as a favor to your husband she was staying here while he was away and-- and-- um...
Well, I was wondering when you were going to be coming back for her.
Your daughter-- she needs her mother now-- she--

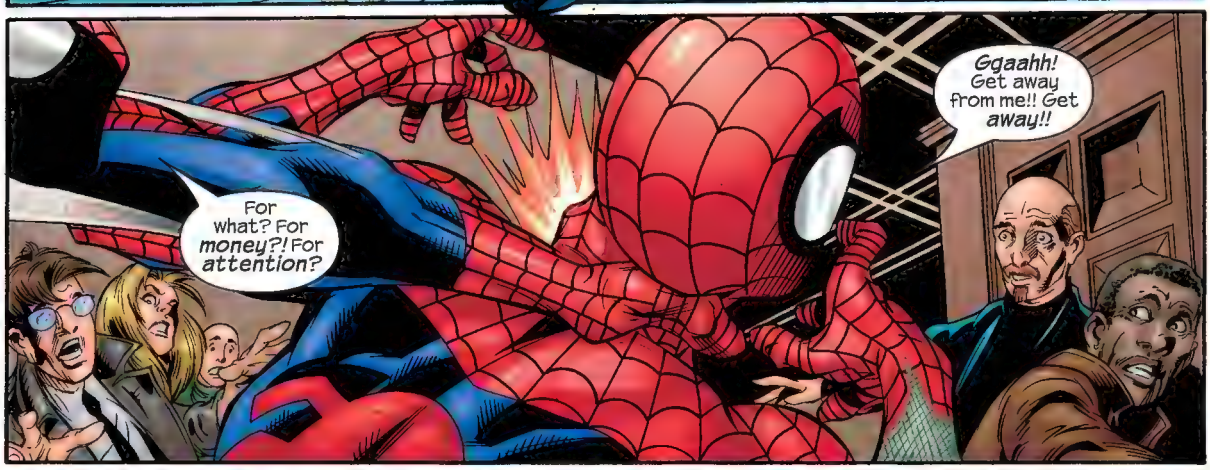
But you're her *mother*.
She just lost her--
--I just can't imagine why you would--

I-- I hope that this is the *grief* talking, and not who you really are, because what you are saying is just about the most horrible--
--hello?
Ugh...
Told you...
...she's a piece of work.

I'll-- I'll *do* it!
I'll kill this dumb broad right here!! Right in front of all these people!
I'm not *scared* of you-- I'm *not!!*
You-- you back away from here! You go out the way you came!!
You-- you crawl right up that wall and you get out of here!!
Or-- or-- or-- or-- I'll do it!
I *mean* it!!
I--

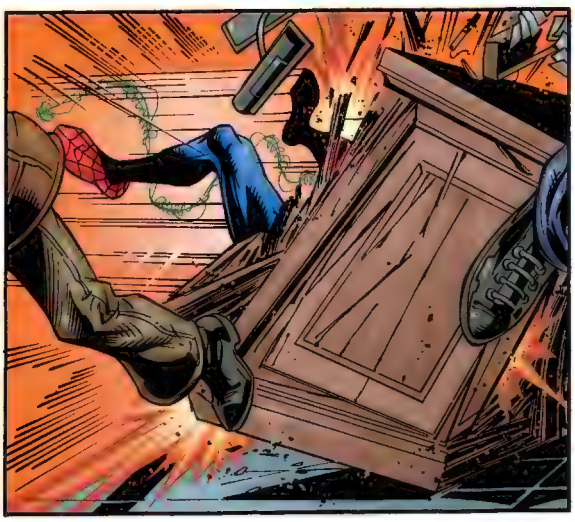
THWAP
ZZAAAPP
Ggyyaahhh!!
Come here, murderer!!
Oh no... aagghh...
You murdered someone today!! A cop!! A good person!!
Do you know that? Do you even know what you've done!?!
SMACK

You murdered someone!
You dressed up like me and you murdered someone!!
Did you think I wasn't going to do anything about it?!


For what? For money?! For attention?
Ggaahh! Get away from me!! Get away!!

What is this about!?!
Do you even know?!
People think I murdered a man! People think I stole!
They don't trust me now and for what? For what reason?

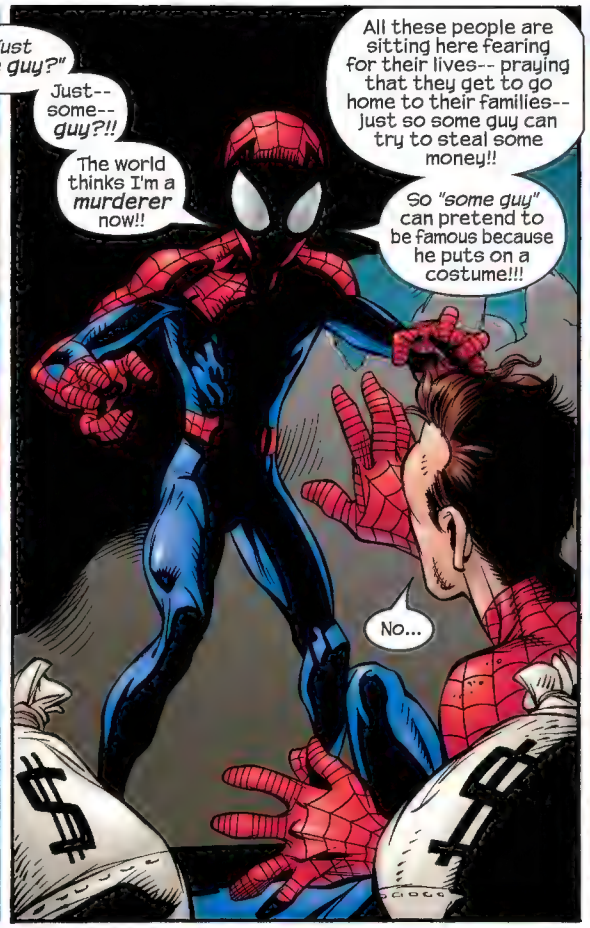
THWAK!

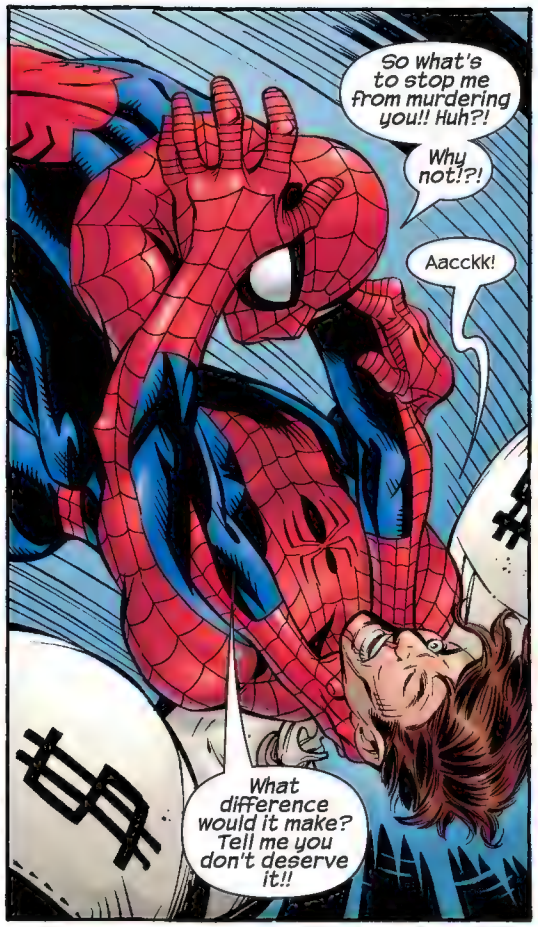


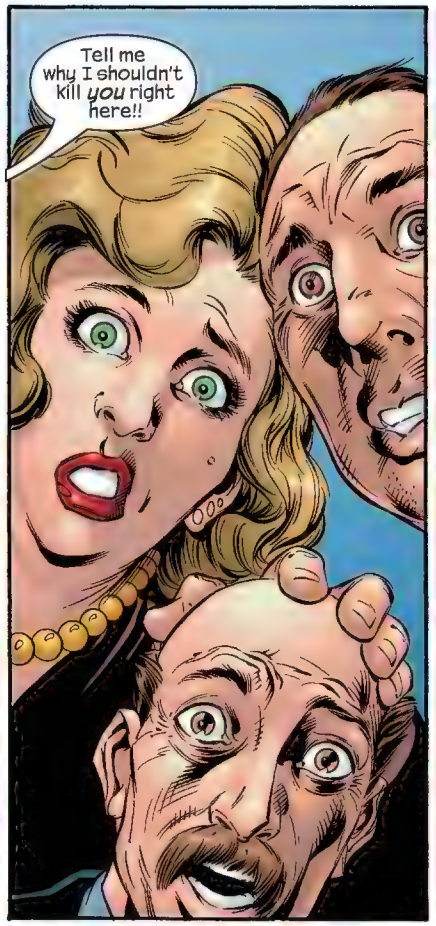
Ughuhu-- get away!!
SPACK
THAP
Okay. Okay. I know you're mad. I can understand that.
I was just-- take the money!! Go ahead, take it.
I see people like you on TV. Idiots running around the city grabbing whatever they can!!
No, aahh! Come on!!
THWIP
THWAP
Like they live in a movie!! Like they can do whatever they want!!
I'm serious. Take the money-- just take it!!
Why my costume, huh? Why?!
Come on, what are you-- ow!!
Why me??!!
I-I-I-I just thought it was a cool gimmick...
...it was nothing personal, I swear. It was-- aaiieee!!

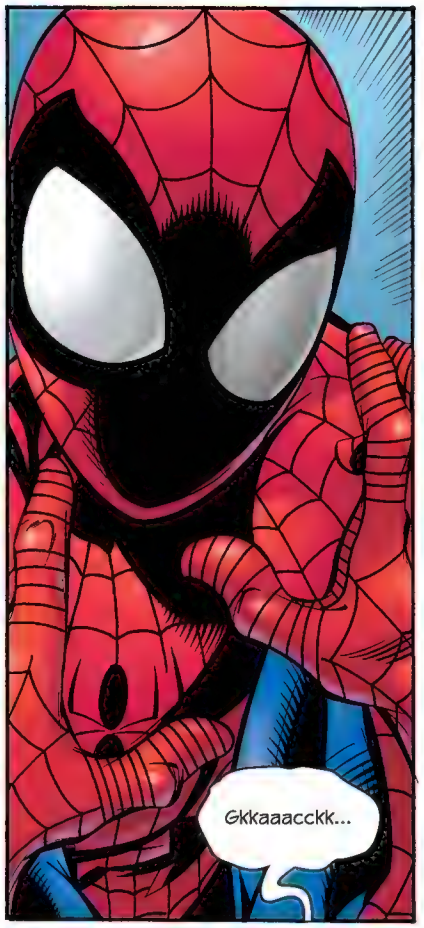
P- please... I'm- I'm just some guy...

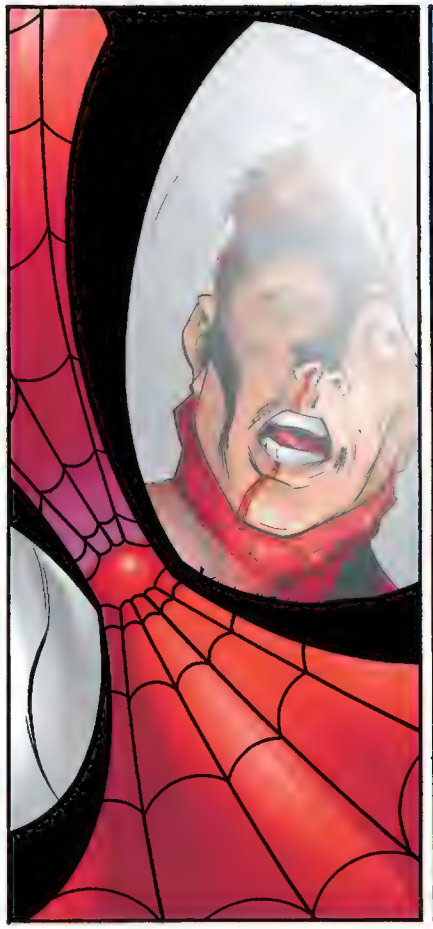
"Just some guy?"


Just-- some-- guy?!!
The world thinks I'm a murderer now!!
All these people are sitting here fearing for their lives-- praying that they get to go home to their families-- just so some guy can try to steal some money!!
So "some guy" can pretend to be famous because he puts on a costume!!!
No...


So what's to stop me from murdering you!! Huh?!
Why not!?!
Aacckk!
What difference would it make? Tell me you don't deserve it!!


Tell me why I shouldn't kill you right here!!


Gkkaaacckk...



Guh.
Guh.
Gaughh...

1ST BANK OF MONEY
Captain DeWolff?
What's the call?

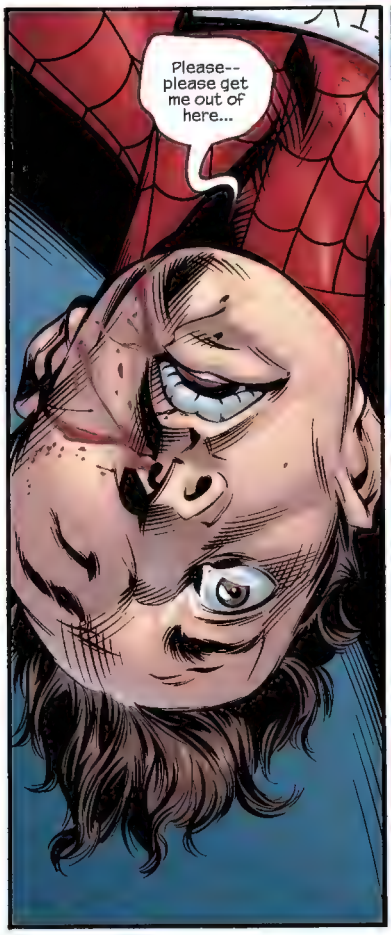
This is Captain Jean DeWolff of the NYPD!!
I want anyone wearing a Spider-Man costume to come out with your mask off and your hands over your head!!
SQUEE SQUAAK

Oh my God!
Oh my God!
Oh my God!
Oh my God!
Oh my God!
Oh my God!
Oh my God!
Oh my God!
He did it-- he really did it!!

Who did it? Did what?
We are so lucky-- so lucky!!
What happened?

SWAT
SWAT
SWAT

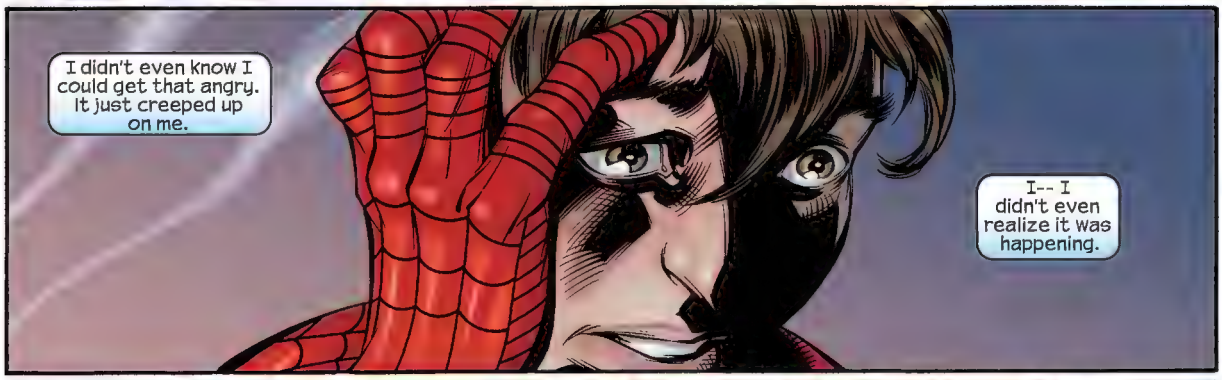
I-I-I-- did it-- I-- it was all me...
I did it. I can prove it and everything...
FROM THE REAL SPIDERMAN
SWAT
SWAT


Please-- please get me out of here...

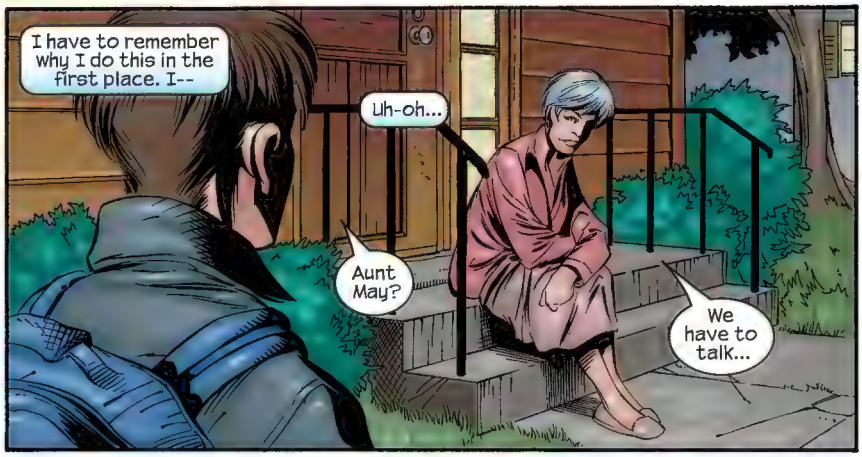
I promise-- it was me and me alone-- just-just... please...
THE SPIDERMAN

FROM THE REAL SPIDER-MAN

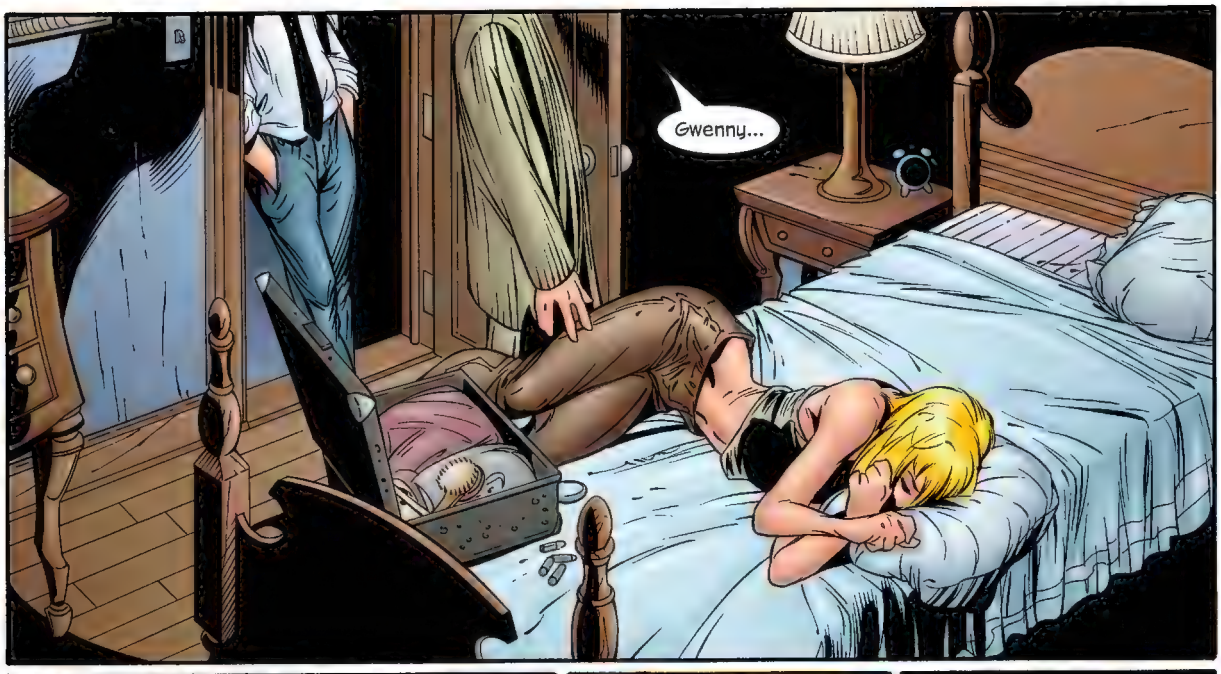
Dammit!
I lost it! I completely lost it!!

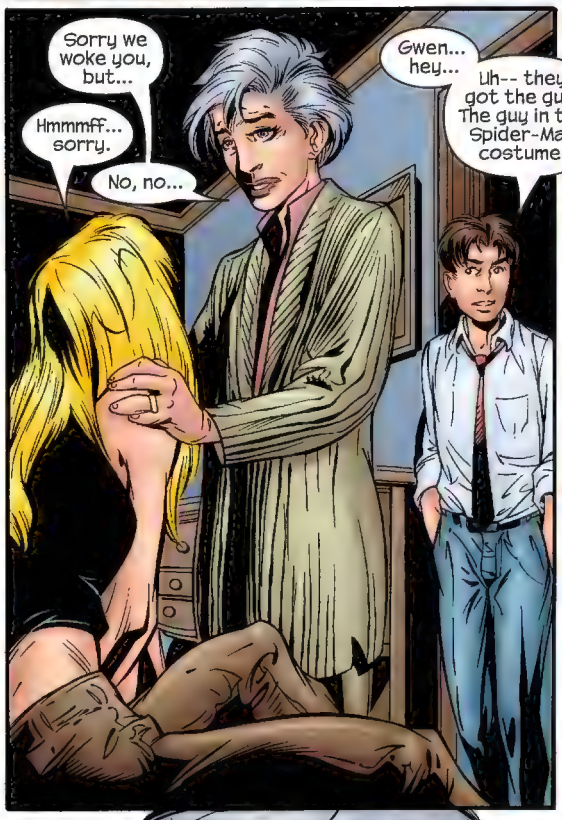

I didn't even know I could get that angry. It just creeped up on me.
I-- I didn't even realize it was happening.

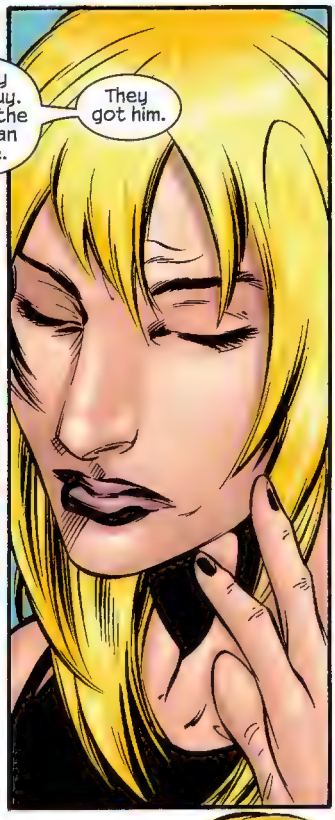
I could have killed him-- killed a man with my bare hands. *Then* what would I be?
I can't even think about it. I just have to make sure-- I can never let anything even remotely like that happen again.

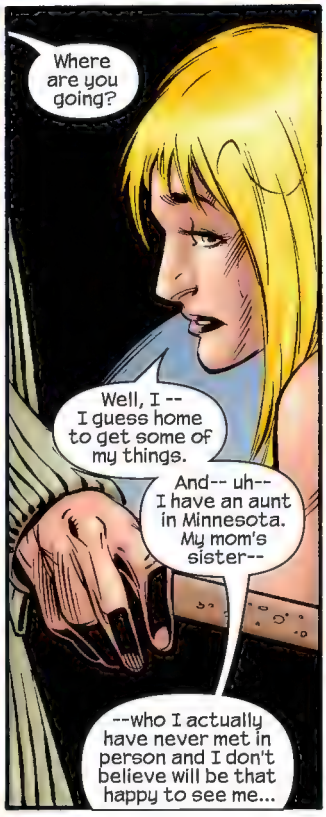

I have to remember why I do this in the first place. I--
Uh-oh...
Aunt May?
We have to talk...

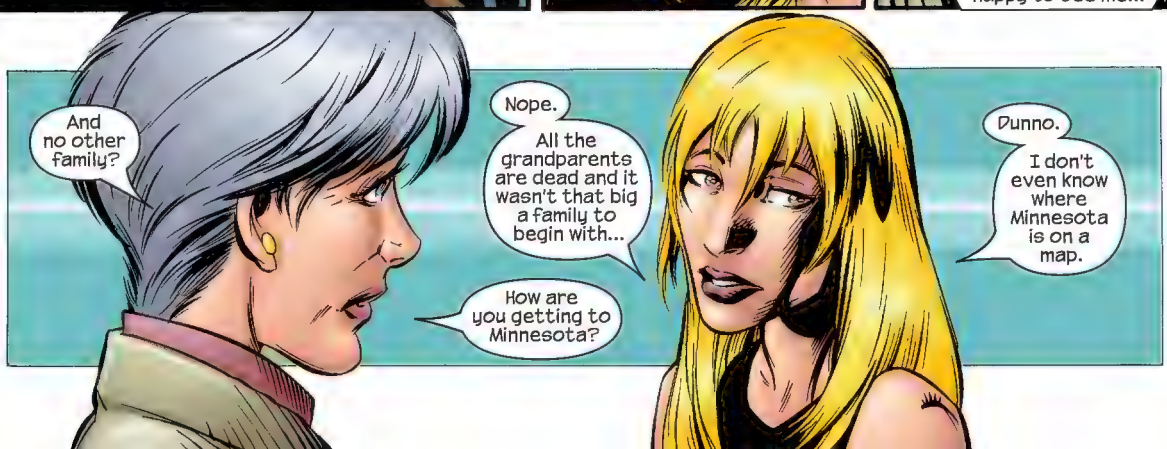
It's about Gwen...

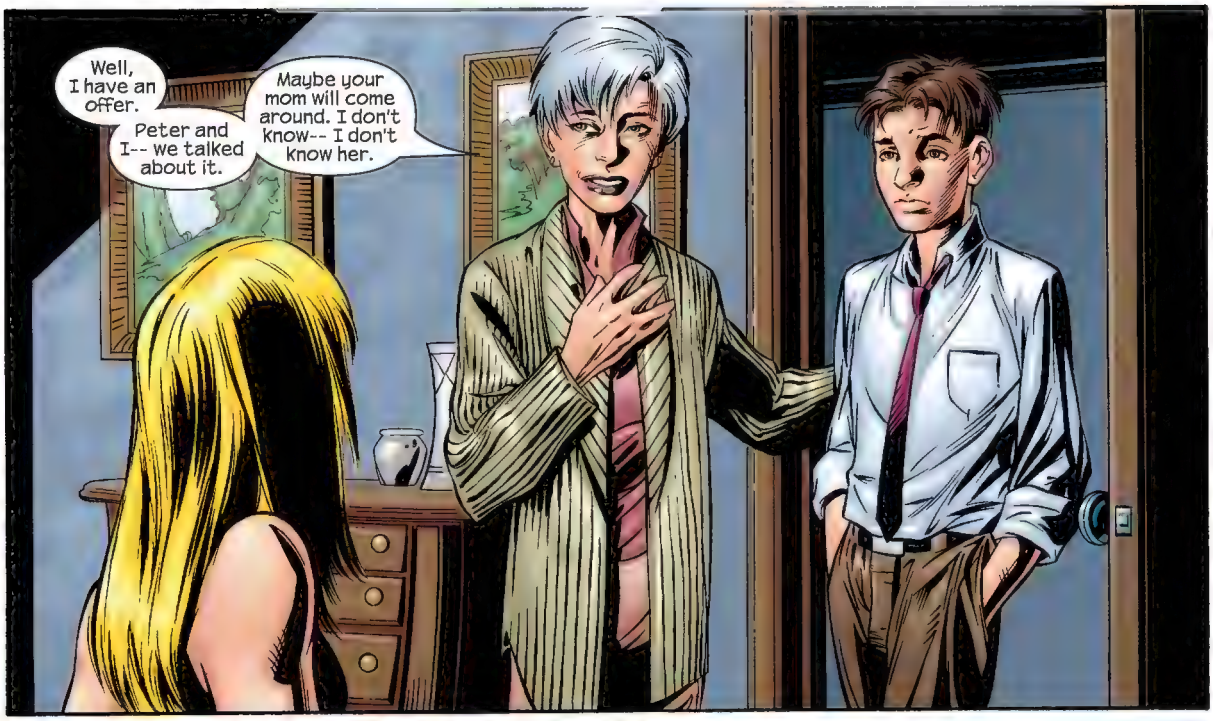

Gwenny...

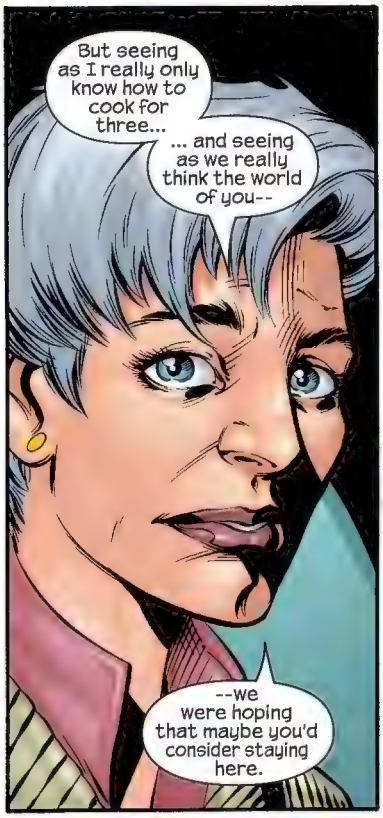

Sorry we woke you, but...
Hmmmff... sorry.
No, no...
Gwen... hey...
Uh-- they got the guy. The guy in the Spider-Man costume.

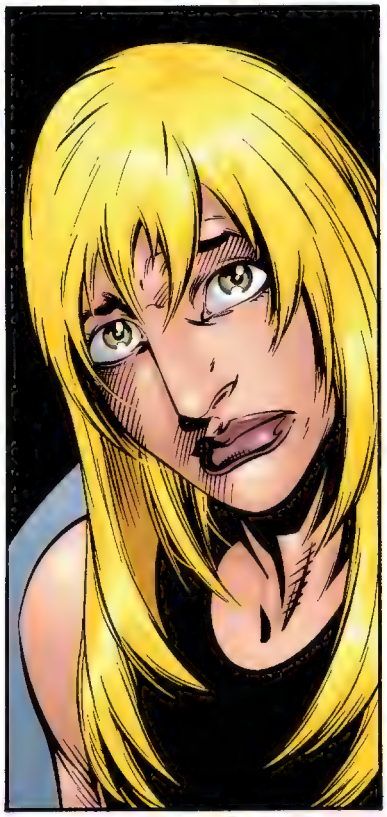

They got him.

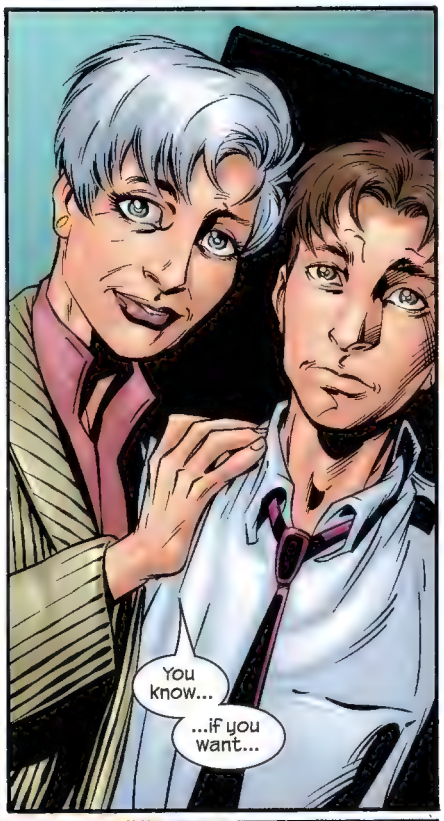

Where are you going?
Well, I -- I guess home to get some of my things.
And-- uh-- I have an aunt in Minnesota. My mom's sister--
--who I actually have never met in person and I don't believe will be that happy to see me...

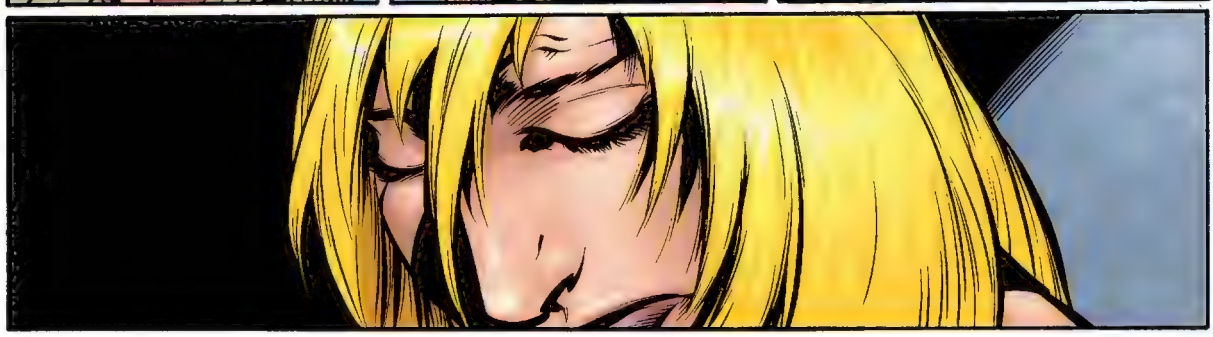

And no other family?
Nope.
All the grandparents are dead and it wasn't that big a family to begin with...
How are you getting to Minnesota?
Dunno.
I don't even know where Minnesota is on a map.

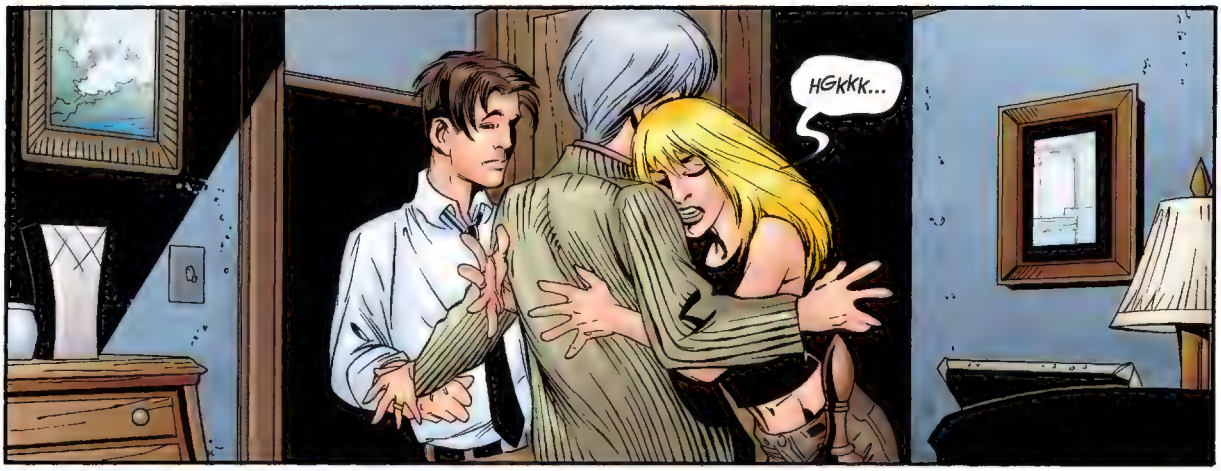

Well, I have an offer.
Peter and I-- we talked about it.
Maybe your mom will come around. I don't know-- I don't know her.

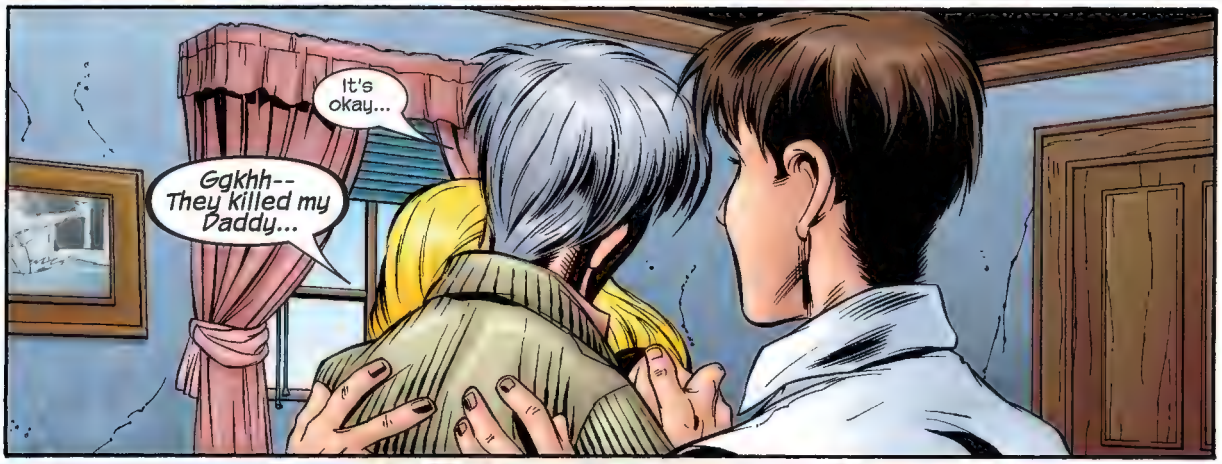

But seeing as I really only know how to cook for three...
... and seeing as we really think the world of you--
--we were hoping that maybe you'd consider staying here.

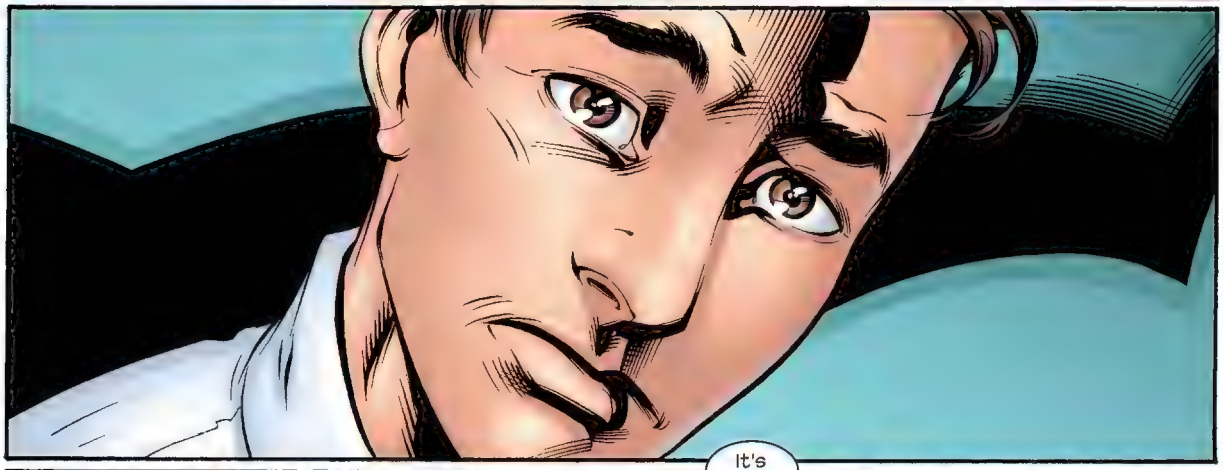


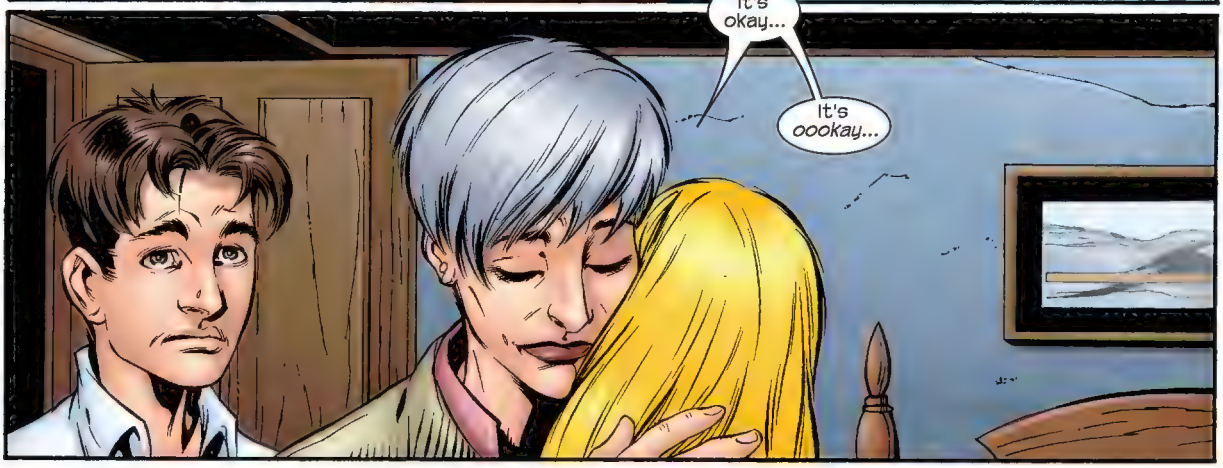

You know...
...if you want...

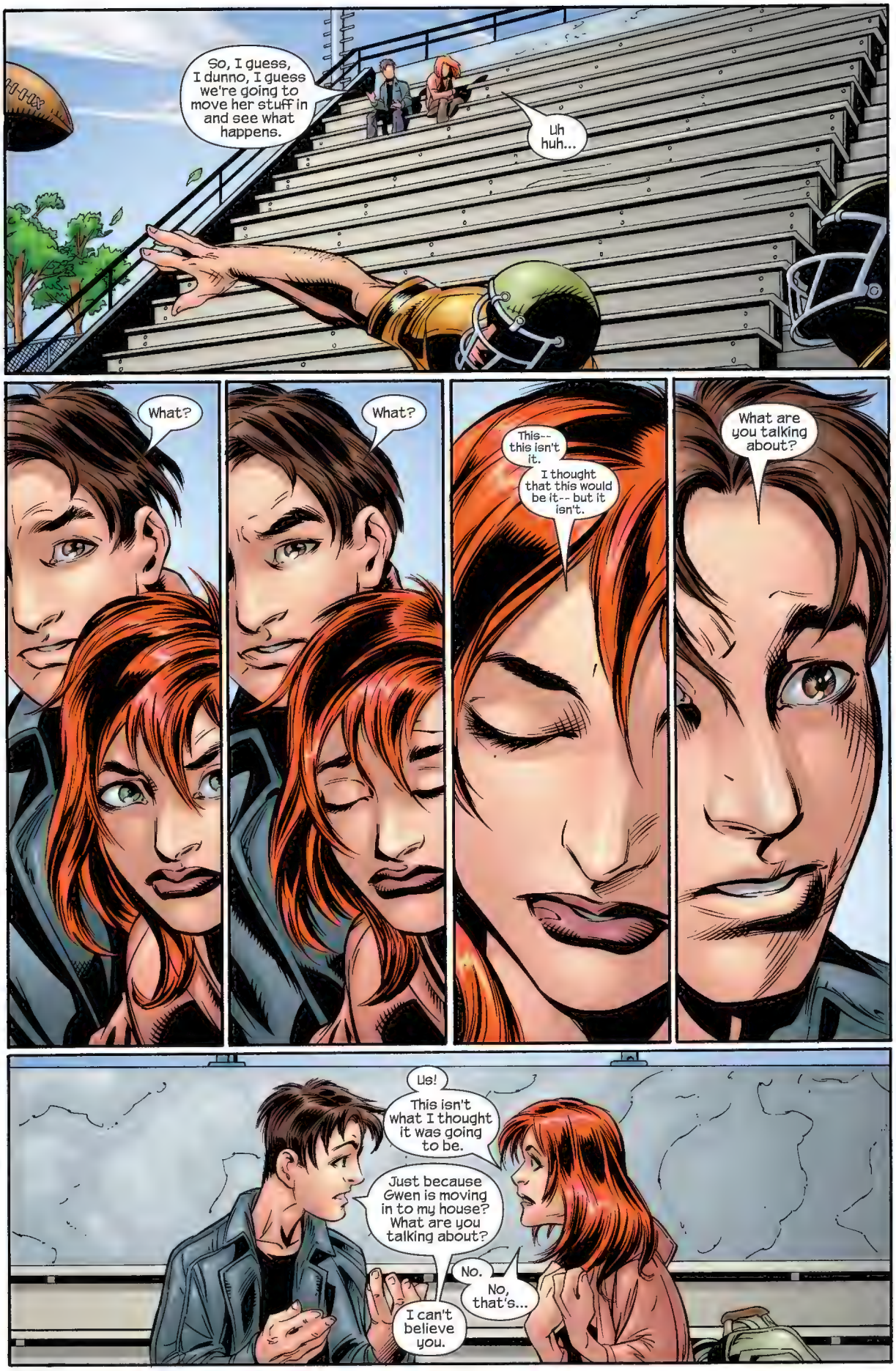



HGkkk...


It's okay...
Ggkhh-- They killed my Daddy...




It's okay...
It's oookay...


So, I guess, I dunno, I guess we're going to move her stuff in and see what happens.
Uh huh...
What?
What?
This-- this isn't it.
I thought that this would be it-- but it isn't.
What are you talking about?
Us!
This isn't what I thought it was going to be.
Just because Gwen is moving in to my house? What are you talking about?
No.
No, that's...
I can't believe you.

How about because I wake up in the middle of the night--
--every night--
--crying!
Did you know that?

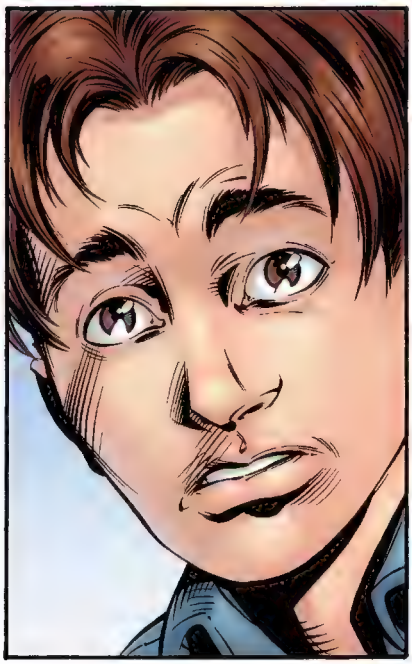
I have nightmares, Peter!
Horrible nightmares that you *die!*
You die-- or-- or-- or-- or I die.
Every night!

Do you know that I relive the bridge thing?
I keep reliving the moment-- the exact moment when I was just thrown-- tossed-- off the top of the Queensborough bridge!
Sometimes-- sometimes it happens when I'm awake-- right in the middle of class.
I am sitting in class and-- and-- and-- I'll start falling.

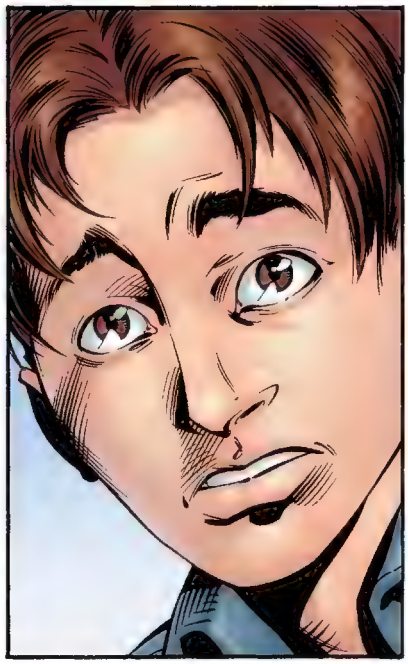
At first it-- it was cool.
My boyfriend is a super hero.
Oh, my God-- my boyfriend...

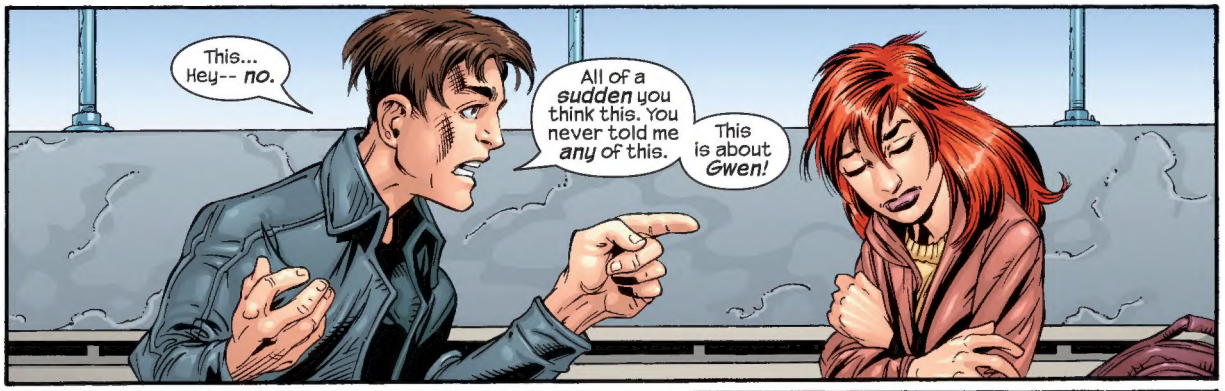
But, Peter-- you're going to die doing this.
You're going to die in that stupid costume!
And I know that there is nothing I can say to stop you from doing it.

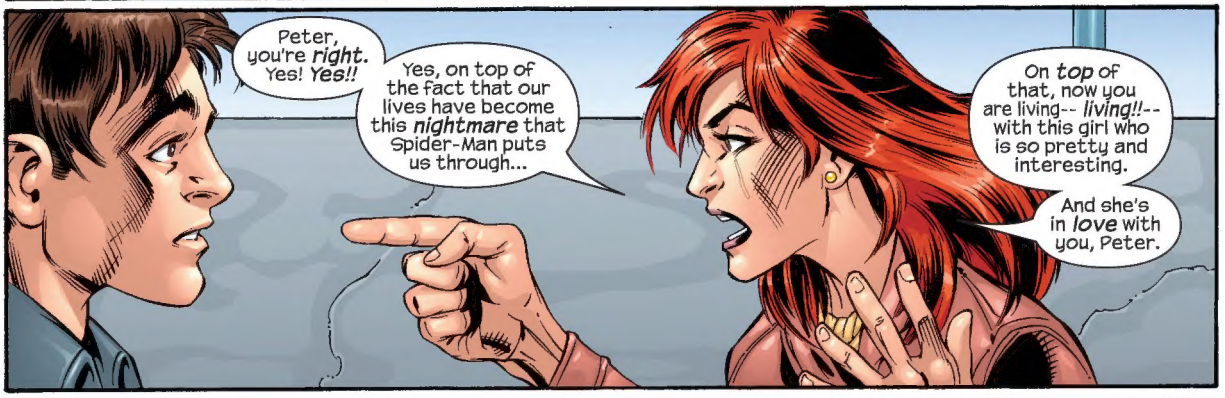
But I never in a million years imagined that I would be tossed off a bridge by a maniac or-- or-- or wiping your *gunshot blood* off my clothes so my mom doesn't see it
Someone is going to *kill* you.
I-I-I-I can't do this.

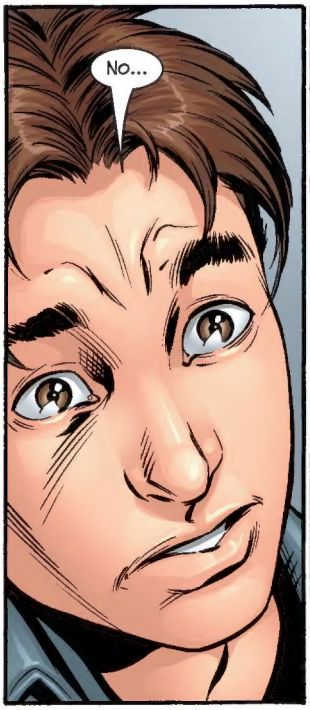


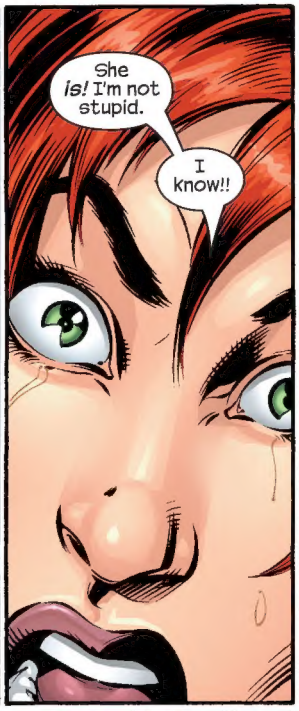
Sniff



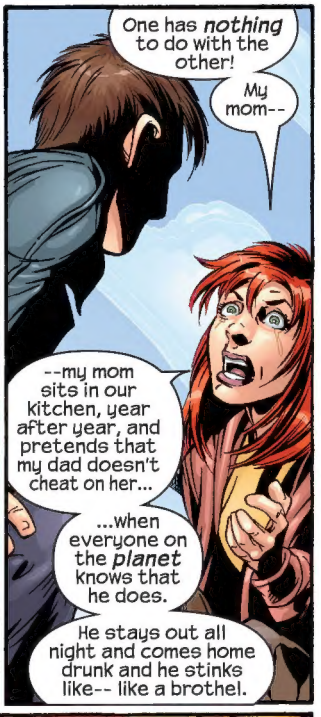

This... Hey-- no.
All of a sudden you think this. You never told me any of this.
This is about Gwen!


Peter, you're right. Yes! Yes!!
Yes, on top of the fact that our lives have become this nightmare that Spider-Man puts us through...
On top of that, now you are living-- living!!-- with this girl who is so pretty and interesting.
And she's in love with you, Peter.

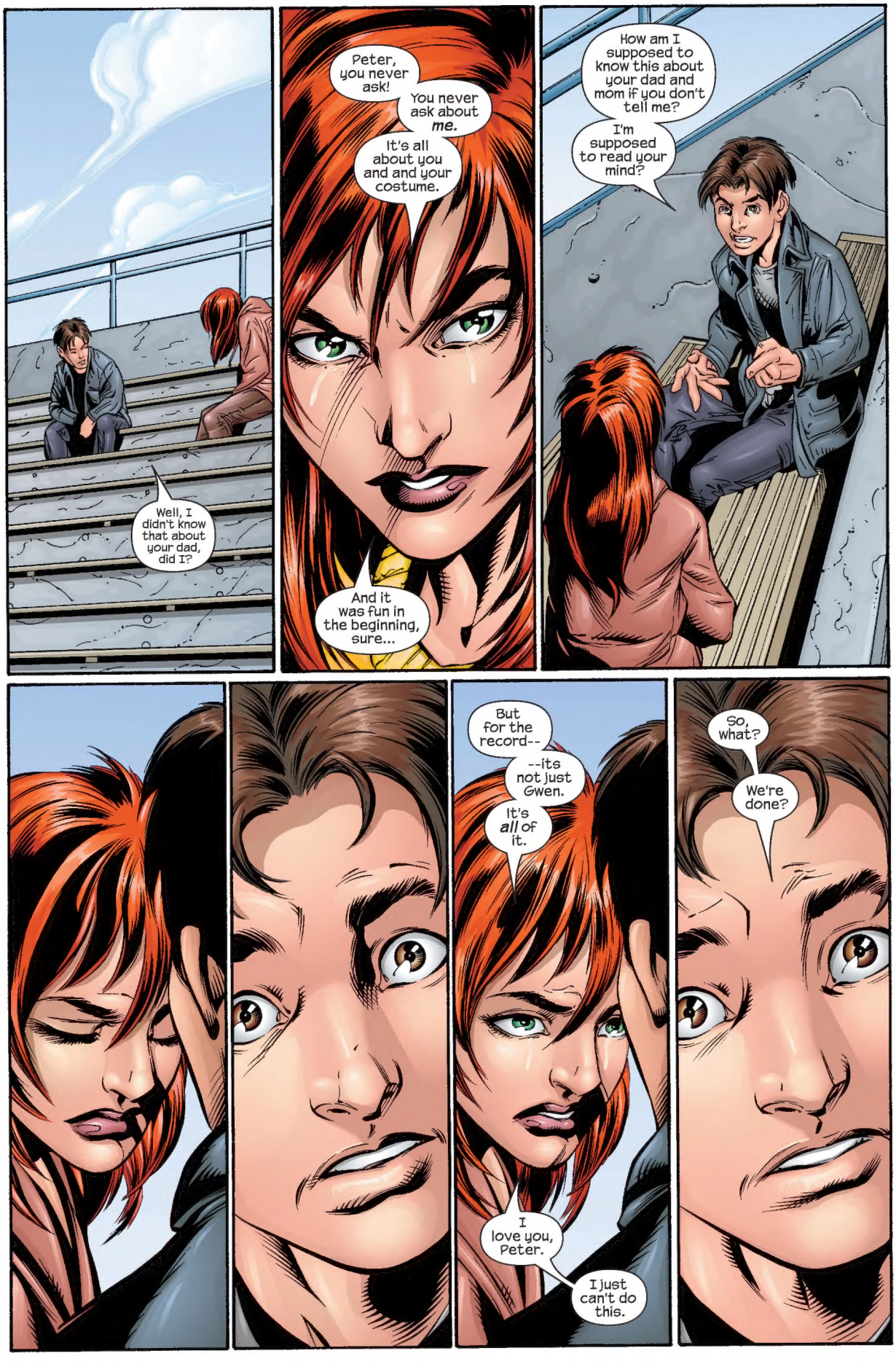

No...


She is! I'm not stupid.
I know!!

God!
Her father just died.


One has nothing to do with the other!
My mom--
--my mom sits in our kitchen, year after year, and pretends that my dad doesn't cheat on her...
...when everyone on the planet knows that he does.
He stays out all night and comes home drunk and he stinks like-- like a brothel.

And she just pretends everything is just fine!!
And-- and I promised myself that I wasn't going to do that!
I promised myself that I wasn't going to play some stupid game where I tricked myself into thinking that everything is okay when it's not.
I can't do it, Peter!!
I'm not stupid!!


Well, I didn't know that about your dad, did I?
Peter, you never ask!
You never ask about *me.*
It's all about you and and your costume.
And it was fun in the beginning, sure...
How am I supposed to know this about your dad and mom if you don't tell me?
I'm supposed to read your mind?
But for the record--
--its not just Gwen.
It's *all* of it.
I love you, Peter.
I just can't do this.
So, what?
We're done?

Yeah.
Next issue:
VENOM!

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